

ONE PENN PLAZA
NEW YORK, NEW YORK 10119

WWW.TOGUTLAWFIRM.COM

(212) 594-5000

FRANK A. OSWALD
(212) 201-5590
FRANKOSWALD@TEAMTOGUT.COM

November 1, 2022

The Honorable Michael B. Kaplan
Chief Judge, United States Bankruptcy Court
District of New Jersey
402 East State Street
Trenton, New Jersey 08608

In Re: LTL Management LLC (Case No. 21-30589-MBK)

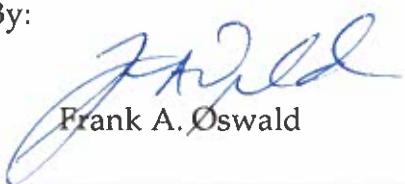
Dear Judge Kaplan:

I write on behalf of Kenneth R. Feinberg ("Feinberg"), the Court-appointed expert in the above-referenced matter.

In connection with Feinberg's request to retain StoneTurn Group, LLC ("StoneTurn") as his claims estimation consultant [Dkt. No. 3235], please find enclosed an Amended Affidavit by Kristofer D. Buchan of StoneTurn.

Respectfully submitted,

TOGUT, SEGAL & SEGAL LLP
By:



Frank A. Oswald

Enclosure

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption In Compliance with D.N.J. LBR 9004-1(b)

Kristofer D. Buchan
STONETURN
One Shell Plaza
Suite 4910
Houston, TX 77002
Tel: (713) 547-4053
Email: kbuchan@stoneturn.com

*Proposed consultant to Kenneth R. Feinberg as the
Court's Estimation Expert*

In re:

LTL MANAGEMENT LLC,

Debtor.

Chapter 11
Case No. 21-30589 (MBK)
Honorable Michael B. Kaplan

**KRISTOFER BUCHAN'S AMENDED AFFIDAVIT IN
SUPPORT OF RETENTION BY KENNETH R. FEINBERG**

Kristofer D. Buchan, being duly sworn, deposes and says for himself and on behalf of StoneTurn Group, LLC (the "Firm") that:

1. I submit this Affidavit in connection with Kenneth R. Feinberg's ("Feinberg") retention of the Firm as a consultant in the above-captioned Chapter 11 case. Unless otherwise noted, this disclosure is based on my personal knowledge and will be timely amended as previously unknown or undisclosed and relevant information comes to my attention.

2. I am a Partner at the Firm, which provides a wide array of advisory and investigatory services in, among others, the bankruptcy and restructuring industry. The Firm serves its clients from 15 global offices across five continents. My office is located at One Shell Plaza, Suite 4910, Houston, TX 77002.

3. The Firm and I are uniquely qualified to advise Feinberg on issues of claim estimation and claim valuation. I have an MBA and BS in Economics from Texas A&M University. I have extensive experience and expertise in applying empirical economic and statistical models to issues raised in complex litigations such as mass torts and class actions, and

across a broad range of industries, including consumer products, energy, healthcare, pharmaceuticals, medical devices, retail, agriculture, telecommunications, computer hardware, and electronics. I am also an Executive Professor at Texas A&M University's Mays Business School, where I teach graduate and undergraduate students how to apply statistics, economics, and valuation methodologies in a variety of settings. I have also lectured on the economics of healthcare, forecasting, and valuation.

4. The Firm, its professionals and I have provided advisory services to trustees, debtors, and creditors, including tort claimants, in numerous bankruptcy-related litigations and matters, including *PG&E*, *Enron*, *Lehman*, and *Washington Mutual*. In *PG&E*, we were retained on behalf of the tort claimants committee to estimate damages for known and unknown claims, current and future, across a wide range of economic (e.g., personal property, business and real property losses, forestry damages) and non-economic (e.g., wrongful death and emotional distress) damages. In *Enron*, we worked as part of the chief restructuring officer ("CRO") team, and with other professionals, to assist with maximizing recoveries for the estates by identifying and assisting with bringing fraudulent conveyance and preference claims, and managing complex claims and litigation against various parties. In *Lehman*, as part of the CRO team, we assisted with investigating events that occurred prior to the bankruptcy and exploring potential avenues of recovery for the estates. In *Washington Mutual*, we also worked on the CRO team to assist with navigating a government investigation concerning certain accounting issues.

5. Specific to our retention by Feinberg in this case, the Firm and I have extensive experience providing financial advisory services in mass tort cases. This experience includes developing economic and statistical models to quantify economic damages for health care products and services including Vioxx, hormone replacement therapy products, opioids, and laboratory testing facilities.¹ I have also served as a damages expert and testified in federal and state courts in several complex personal injury and wrongful death matters in which the Firm and

¹ *E.g., Mary Plubell and Ted Ivey, on behalf of themselves and all others similarly situated v. Merck, & Co., Inc.*, Circuit Court of Jackson County, Missouri at Independence, 2013; *The State of Texas v. Merck & Co., Inc.*, District Court of Travis County, Texas, 2012; *State of Louisiana, ex rel. James D. Caldwell, Jr., Attorney General v. Merck & Co., Inc.*, Eastern District of Louisiana, 2013; *April Krueger, Individually and on Behalf of All Others Similarly Situated vs. Wyeth, Inc. F/K/A American Home Products*, United States District Court Southern District of California, 2013; *Blue Cross of California, Inc. d/b/a Anthem Blue Cross of California, et al. v. Insys Therapeutics, Inc.*, District of Arizona, 2018; *Blue Cross of California d/b/a Anthem Blue Cross v. Sonoma West Medical Center, Inc., et al.*, Central District of California, 2019.

I assessed economic damages due to lost earnings capacity, lost value of household services, and future incremental health care costs.² The Firm and I have been retained by counsel for both plaintiffs and defendants in matters involving plant explosions, catastrophic construction failures, and medical malpractice claims. In addition, other professionals and I were involved in the BP Deepwater Horizon litigation and settlement on behalf of BP as experts concerning the functioning of the Business Economic Loss (“BEL”) framework and related economic losses in certain industries, as well as assessing economic models projecting damages related to tourism, public lands, and natural resources.

6. Moreover, the Firm and I have developed and assessed complex damages methodologies in numerous matters, including the matters referenced above, involving the types of tort claims at issue here, such as false and deceptive trade practices and product liability issues related to safety, efficacy, and product failures. Our work on these matters included the development of econometric and statistical models to project future economic and non-economic damages associated with such claims from large and disparate claimant populations that were known and not-yet-known, such as in the case of *PG&E* for the tort claimants committee. In *Vioxx*, we developed economic models to study the link between (i) marketing efforts and sales across all classes of certain non-steroidal anti-inflammatory drugs through a wide range of sales channels, and (ii) out-of-pocket or self-pay. In *HRT*, we conducted economic and statistical studies to determine whether, or to what extent, certain marketing efforts were tied to sales of certain HRT products.³ In *IBM*, which involved a nationwide consumer class action involving popular hard disk drives manufactured and marketed by IBM, I developed econometric models to assess and measure heterogeneities in impact and damages associated with alleged product failures.⁴ And, in the context of several matters involving tort claims resulting in death and

² *E.g., Jennifer Sugg v. Midwestern University et al.*, Southern District of Texas, 2022; *Gregory Motto and Genie Motto v. Daniel Martinez, Blue Cross Blue Shield of Texas, et al.*, District Court of Tarrant County, Texas, 2021; *Debra Morris, et al. v. Aircon Corporation, et al.*, Eastern District of Texas, Lufkin Division, 2017; *Russell and Terry Jones, Individually and as Co-Administrators of the Estate of Kyle Jay Jones v. Scout Services, LLC, Bryan Jansen and Luther Davis*, San Augustine County, Texas, 2015.

³ *April Krueger, Individually and on Behalf of All Others Similarly Situated vs. Wyeth, Inc. F/K/A American Home Products*, United States District Court Southern District of California, 2013.

⁴ *Andrew Daugherty, et al., v. International Business Machines Corporation*, District Court of Burleson County, Texas, 21st/335th Judicial District, 2009

catastrophic injuries, I developed economic models to assess historical and future lost earnings capacity and related economic damages resulting from the alleged torts.⁵

7. The Firm and I thus have a deep understanding of, and extensive experience analyzing, the type of tort claims at issue here, including the nature of allegations and associated damages, as well as verdicts and settlements in potentially comparable matters. And we have extensive experience assisting with the evaluation of the strength of legal defenses to such claims. My Curriculum Vitae is attached hereto as Exhibit A.

8. I believe that this breadth of experience – *i.e.*, working for a variety of parties with competing interests – has given the Firm and me the unique ability to understand, appreciate, and consider all the different and opposing perspectives that various parties in this matter have on the estimation and valuation issues that Feinberg has been tasked with evaluating. I believe I am uniquely qualified to assist Feinberg in navigating the claims estimation and valuation process, understanding that each matter must be considered on its own facts and merits, as well as the scope of assignment. Thus, precisely because Feinberg has been appointed by the Court as a neutral expert, the Firm and I will carefully consider all parties’ views in advising him.

9. The Firm and I have conducted a conflicts check in accordance with the Firm’s standard conflicts review and search protocol. The conflicts check utilized, *inter alia*, the contacts list furnished by the Debtor’s professionals for such searches, as supplemented by the notice and service list maintained by Epiq Corporate Restructuring LLC and as further supplemented by the list of Top 30 Law Firms with the Most Significant Representation of Talc Claimants filed in this case. Copies of all the lists used for the conflicts check are attached collectively hereto as Exhibit B (and hereinafter referred to as the “Master Conflicts List”). Without limitation, a detailed conflicts check was done as to the Debtor and all named affiliates, Retained Professionals (as defined in Paragraph 10(c) below), judges of the United States Bankruptcy Court for the District of New Jersey, the United States Trustee personnel listed on

⁵ *E.g., Jennifer Sugg v. Midwestern University et al.*, Southern District of Texas, 2022; *Gregory Motto and Genie Motto v. Daniel Martinez, Blue Cross Blue Shield of Texas, et al.*, District Court of Tarrant County, Texas, 2021; *Debra Morris, et al. v. Aircon Corporation, et al.*, Eastern District of Texas, Lufkin Division, 2017; *Russell and Terry Jones, Individually and as Co-Administrators of the Estate of Kyle Jay Jones v. Scout Services, LLC, Bryan Jansen and Luther Davis*, San Augustine County, Texas, 2015.

the Master Conflicts List, members of the official committees appointed in this case, and other key creditors and parties-in-interest.

10. In preparing the statements made in this Affidavit, I have reviewed and relied upon, the following documents:

- a. the Master Conflicts List;
- b. the Order Appointing the Official Committee of Talc Claimants (the “TCC”), attached as Exhibit C-1 [Docket No. 355]; the Notices of Appointment of Official Committee of Talc Claimants I and II, attached as Exhibits C-2 and C-3 [Docket Nos. 965-1, 965-2];
- c. Debtor’s Motion for an Order Authorizing the Retention and Compensation of Professionals Utilized By the Debtor in the Ordinary Course of Business (the “Retained Professionals”), attached hereto as Exhibit D [Docket No. 12]; and
- d. the Master Service List as of August 24, 2022, maintained by Epiq Corporate Restructuring, LLC, a copy of which is attached hereto as Exhibit E.

11. The Firm’s conflicts check indicates that the Firm has not been engaged by the Debtor nor any of its disclosed affiliates as it relates to this case. Further, the Firm has not been engaged by any Retained Professional, creditor of the Debtor, or any other entity in connection with this case. Therefore, to the best of my knowledge, information and belief, the Firm is a “disinterested person” under sections 101(14), 327 and 1104(d) of the Bankruptcy Code, respectively.

12. Given the breadth of the Firm’s and my experience in the bankruptcy and mass tort industries, which is a relatively small world, and our participation in litigation consulting engagements as consultants and experts, we have been involved in numerous matters – unrelated to Feinberg’s task in this case – that involve many of the lawyers, law firms, companies and

other parties referenced in the attached lists. However, in the interests of full disclosure and out of an excess of caution, the Firm and I make the following additional disclosures:

- Members of the Firm other than myself and my team here are currently working for Johnson and Johnson and certain of its subsidiaries on a patent litigation concerning a product unrelated to talc. (We are contractually prohibited from disclosing the name of this case.) None of the employees or members of the Firm who are involved in that engagement will do any work in this case, and such individuals will also be completely walled off from having access to any confidential information that my team receives in connection with this case.
- Members of the Firm other than myself and my team here worked for Johnson and Johnson in an investigation related to an employment matter where we collected electronic devices and performed forensic analysis of said devices. That engagement is dormant.
- In *PG&E*, we are currently working on behalf of the PG&E Fire Victims Trust, and in that capacity we at times work with Brown Rudnick (counsel to the Fire Victims Trust) and Brown Greer (Claims Processor) in connection with services rendered to that Trust, which has nothing to do with the talc claims at issue in this case.
- We are currently working for Everest Reinsurance Company, one of Debtor's insurers, in a representation and warranty claims evaluation, entirely unrelated to talc.

13. The hourly rates for the Firm professionals anticipated to be assigned to this engagement are as follows: Kristofer Buchan (\$775) and Xavier Oustalniol (\$775), who will be assisted by others, including Christopher Milne, Kimberly Ratto and Cindy Yu, all managing directors whose hourly rate is \$600. The hourly rates for other personnel that may be assigned to this matter are as follows:

Billing Category	Hourly Rate Range
Partner	\$750 - \$1,050
Managing Director	\$600 - \$725
Manager	\$450 - \$575
Senior Consultant	\$375 - \$425
Consultant	\$300 - \$350
Paraprofessional	\$175 - \$225

The Firm's hourly rates are subject to change from time to time. Also, in the ordinary course of business, the Firm periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience and increases in the cost of doing business.

14. It is expected that the Firm will provide the following services to Feinberg in this case (the "Services"):

- a. Perform necessary research of publicly available data that may inform the Firm's claim estimation modeling efforts or related opinions;
- b. As requested by Feinberg, review documentation provided to Feinberg by the parties-in-interest, including information regarding existing and potential claims;
- c. As requested by Feinberg, attend meetings at which the parties-in-interest in this case present their valuation views and review and analyze materials they may present to Feinberg to the extent such information may assist the Firm in its claim estimation modeling efforts or related opinions;
- d. Communicate with Feinberg and other parties in this case as necessary and appropriate;
- e. Develop a claim estimation model that supports the estimation of the volume and value of the current and future talc claims at issue here;

- f. Prepare a report that will detail the methodology, inputs, assumptions, and findings of the Firm on the claim estimation issue, and then assist Feinberg in the preparation of the report that he will file with the Court; and
- g. Perform any other tasks within the Firm's expertise that are requested by Feinberg but are unknown at this time.

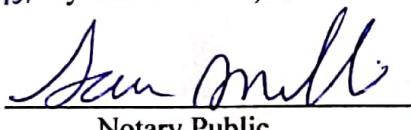
15. Consistent with its general practices in bankruptcy matters, the Firm will formulate and file a budget and staffing plan for the Services it is providing to Feinberg.

I certify, under penalty of perjury, that the above information is true and correct to the best my knowledge.



Kristofer D. Buchan
Email: kbuchan@stoneturn.com

Sworn to before me this
1st day of November, 2022



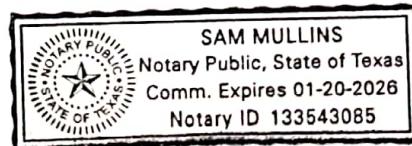
Sam Mullins
Notary Public

EXHIBIT "A"

CURRICULUM VITAE OF KRISTOFER D. BUCHAN



Kristofer D. Buchan

Partner

T: +1 713 547 4053
M: +1 979 575 6728
E: kbuchan@stoneturn.com

Houston
One Shell Plaza
910 Louisiana Street
Suite 4910
Houston, TX 77002

Kristofer Buchan is an expert in applying empirical economic and statistical models to sophisticated issues raised in antitrust, class action and complex damages matters. With more than 20 years of experience, he has served as an expert witness in disputes involving antitrust, class actions and mass torts, breach of contract, false advertising, false claims, and other disputes involving complex data. He has worked with clients across a broad range of industries including energy, healthcare, pharmaceuticals, medical devices, retail, consumer products, agriculture, telecommunications, computer hardware, and electronics.

Kristofer is also an Executive Professor at Texas A&M University's Mays Business School, where he teaches graduate and undergraduate students how to apply statistics, economics, and valuation methodologies to real business settings. He has also lectured and presented on the economics of healthcare, forecasting, and valuation. Using his extensive professional and academic experience, he conveys complex economic and statistical concepts in clear terms that are approachable to judges and juries.

SELECT PROFESSIONAL EXPERIENCE

Antitrust, Class Actions & Mass Torts

- Retained on behalf of Official Committee of Tort Claimants to estimate claims associated with economic and non-economic damages resulting from the 2017 North Bay and 2018 Camp wildfires.
- Retained by the PG&E Fire Victim Trust to assist the Trustee and Claims administrator with updating, amending, and testing damage estimation forecasts on a rolling basis using information from more than 65,000 claims.
- Retained on behalf of a major global retailer to analyze claims brought by a proposed class of California consumers alleging violations of state and federal unfair competition and false or deceptive advertising laws. Developed and implemented a study to determine the accuracy of the retailer's advertised comparison prices as compared to the same or similar items found at other department stores or specialty retailers in California. The study included a representative randomized sample selection (stratified random sample); acquisition of sample and comparison products; and statistical analysis comparing defendant and comparison prices.
- Managed damages analysis involving allegations of false advertising and deceptive trade practices brought by a class of consumers against a large branded pharmaceutical manufacturer of hormone replacement therapy products. Damages analyses included valuation of product attributes and quantification of statutory false claims damages.
- Led several projects involving claims of false and deceptive trade practices for a popular COX-II inhibitor brought separately by attorneys general in three states. Provided economic liability and damages analyses on behalf of the pharmaceutical manufacturer.
- Assisted a global pharmaceutical manufacturer in several separate class action lawsuits brought by attorneys general and consumers across multiple states involving claims of false and deceptive trade practices. Work involved a detailed review and analysis of internal client and external databases as well as a statistical review of call-notes and IMS physician sampling data over a ten-year period.
- Provided trial testimony and expert consulting on multiple cases relating to antitrust liability and economic damages on behalf of a large poultry integrator involving antitrust and damages claims brought by a group of contract growers in various jurisdictions. Performed extensive econometric modeling and analyses relating to market definition, market power, anticompetitive impact, and damages.
- On behalf of a global computer hardware manufacturer, managed a class certification analysis and calculated damages based on a product failure claims, successfully demonstrated to the court that heterogeneities within the proposed class predominated.
- Retained as a consulting expert to create and analyze structured data and develop economic models on behalf of co-defendant in a large multi-district litigation involving allegations relating to horizontal restraints, collusion, and price fixing claims brought by classes of direct, indirect, and institutional purchasers of food products.
- Provided damages analyses and opinion on behalf of a class of independent commercial trucking operators involving claims of breach of lease agreements against a transportation logistics company. Matter dismissed following defendant's bankruptcy.

- On behalf of several health insurance defendants, retained to assess economic issues relating to class certification of a purported class of individuals claiming RICO and Sherman Act violations involving claims of improper reimbursement denials for certain infectious disease treatments.
- Led a project team for a syringe manufacturer alleging a monopolization and anticompetitive exclusionary conduct by a rival syringe manufacturer and Lanham Act counterclaims involving contracts with GPOs, hospitals, hospital systems, and other end users.
- On behalf of co-defendant in an alleged antitrust price fixing conspiracy, analyzed pricing and related economic data to assess liability and damages claims brought by direct and indirect purchasers of polyurethane foam.

Complex Commercial Damages & Personal Injury

- Testified in federal court relating to opinions on economic damages including lost earnings and future earnings capacity in matter involving multiple personal injury and wrongful death claims a manufacturing plant explosion.
- Provided expert testimony on economic damages including lost earnings capacity and other economic damages relating to a permanently disabling injury in a gas pipeline accident.
- Retained by plaintiff to evaluate economic damages resulting from a claim of breach of fiduciary duty following a partner share buyout and subsequent third-party sale. Financial analysis included a review of historical transfer prices, business valuation, and event study analysis.
- Developed econometric forecasts to assess damages resulting from a fire and catastrophic failure of a regional water treatment facility.
- Assessed historical and econometric forecasts of future economic damages relating to alleged breach of contract and warranty claims resulting from premature failures of electrical components used in commercial lighting fixtures.
- On behalf of a national health insurance network, provided economic analysis of cost-sharing provisions and assessed economic damages resulting from cost-sharing waiver programs. Experience includes providing expert analysis in matters involving branded prescription drugs and laboratory testing facilities.
- Provided expert opinion and testimony including quantification of lost earnings capacity resulting from permanently disabling injury in oilfield pipeline construction.
- Retained by counsel on behalf of a global commercial products manufacturer to prepare a whitepaper in response to an investigation by the SEC into restatement-related disclosures by the company. Provided economic and statistical analyses including event study analysis to demonstrate the magnitude of potential impact, if any.
- Evaluated successor liability and economic damages related to a global chemical manufacturer over a 70-year period including detailed successorship analyses and financial responsibility for liabilities associated with environmental contamination in the port of Houston.
- Developed an economic methodology and managed the damages estimation for a pharmaceutical developer arising from claims of breach of contract by a pharmaceutical manufacturing and marketing company. Work involved generating market demand, pricing, and product penetration forecasts to demonstrate lost profits from defendant's alleged breach.

Intellectual Property & Commercial Success

- Retained as a testifying expert on behalf of major record labels and music publishers in matters involving alleged copyright infringement relating to digital sound recordings. Work involved analyzing complex disparate databases to assess the extent of alleged infringement.
- On behalf of a manufacturer and marketer of syndromic clinical diagnostics products, reviewed plaintiff's analysis of unjust enrichment damages relating to alleged misappropriation of trade secrets. Analysis included rebuttal of plaintiff expert's use of Monte Carlo statistical modeling and related inputs and assumptions.
- Calculated patent infringement lost profits and reasonable royalty damages on behalf of a company focused on the development and commercialization of technologies related to renewable chemicals and next generation biofuels products. Matter settled with ultimate joint development agreement between the parties.
- Retained by a global retail apparel company to analyze economic damages including lost profits resulting from alleged breach of a trademark license agreement by defendant licensor. Provided expert report and testimony.
- Project director for a wound management device manufacturer in its claims of patent infringement brought against two alleged infringers involving vacuum assisted wound therapy technologies along with antitrust counterclaims alleging anticompetitive product tying and exclusionary conduct.
- Led efforts on behalf of a large pharmaceutical developer and manufacturer to establish economic damages related to a claim of patent infringement involving a branded pharmaceutical product, including market forecasts, lost profits analysis, and reasonable royalty analysis.
- On behalf of a medical device manufacturer and marketer, conducted lost profits analysis and reasonable royalty analysis, including extensive review of Georgia-Pacific and Panduit factors involving claims of patent infringement.
- Analyzed indicators of commercial success of a pharmaceutical product designed to treat ocular hypertension involved in patent litigation. Analysis included review of market competitors, valuation of product attributes, and forecasting sales and profits.

Transfer Pricing and Pricing Strategy

- Provided retail pricing strategy to a large global oil and gas company for its retail fuel operations in the United States. Performed various econometric analyses to identify consumer demand elasticity for various product grades at different price levels for major metropolitan areas throughout the United States.
- Conducted IRS §482 transfer pricing study on behalf of a large integrated refining and marketing company. Analysis included valuation of trademarks associated with gasoline, lubricants, and chemicals business units.

EXPERT DESIGNATION AND TESTIMONY (Previous Five Years)

- M&M Poultry v. Pilgrim's Pride Corporation, Northern District of West Virginia, 2016. Expert designation, report, deposition testimony, hearing testimony.
- Staci Chester et al., v. The TJX Companies, Inc., Central District of California, Eastern Division, 2017. Expert designation, report.
- Debra Morris, et al. v. Aircon Corporation, et al., Eastern District of Texas, Lufkin Division, 2017. Expert designation, report, deposition testimony, trial testimony.
- Elaine Schneider, et al. v. Jacob Allen De Leon, et al., District Court of Harris County, Texas, 2017. Expert designation.
- In re: ESP Petrochemicals, et al., v. Pinnacle Chemical Solutions, LLC, et al., US Bankruptcy Court for the Southern District of Texas, Victoria Division, 2017. Expert designation, report.
- Authentic Apparel Group, LLC v. United States of America, US Court of Federal Claims, 2018. Expert designation report, and deposition testimony.
- Cree, Inc. v. Shenzhen Click Technology Co., Ltd, International Chamber of Commerce International Court of Arbitration, 2018. Expert designation, report, testimony.
- Cordoba Investments, Inc., Super Bravo, Inc., et al., v. Fiesta Mart LLC, District Court of Harris County, 61st Judicial District, 2018. Expert designation and preliminary report.
- Shore Chan DePumpo LLP v. Chilisin Electronics Corp. and Yageo Corp, JAMS Arbitration No. 1310023238, 2018. Expert designation, report, testimony.
- David P. Echols et al., v. Pilgrim's Pride Corporation, Northern District of West Virginia, 2018. Expert designation.
- United States of America ex rel. Peter D. Grubea v. Rosicki, Rosicki & Associates, P.C. et al., Southern District of New York, 2018. Expert designation.
- Swift Beef Company v. Alex Lee, Inc., Western District of North Carolina, 2018. Expert designation.
- Blue Cross of California, Inc. d/b/a Anthem Blue Cross of California, et al., v. Insys Therapeutics, Inc., District of Arizona, 2018. Expert designation.
- Blue Cross of California d/b/a Anthem Blue Cross v. Sonoma West Medical Center, Inc., et al., Central District of California, 2019. Expert designation, report.
- PG&E Corporation Bankruptcy, California Northern Bankruptcy Court, 2019. Expert designation.
- Nathan Navarrete v. Allparts Music Corporation, American Arbitration Association No. 01-19-0000-7608, 2019, Expert designation, report.
- Lisa Torrey et al., v. Infectious Diseases Society of America, Blue Cross and Blue Shield Association, Anthem, Inc, et al., Eastern District of Texas, Texarkana Division, 2019, Expert designation.
- Breaking Free, LLC et al. v. Koch Foods, Inc. et al., Northern District of Alabama, 2020, Expert designation, deposition testimony, report.
- David P. Echols et al. v. Pilgrim's Pride Corporation, Middle District of Georgia, 2020, Expert designation, deposition testimony, report.

Kristofer D. Buchan

Partner

- Riviana Foods Inc. v. Golden Star Trading, Inc., Southern District of Texas, Houston Division, 2020, Expert designation, report.
- US Medical Networks, LLC. v. BioFire Diagnostics LLC., Northern District of Texas, 2020, Expert designation, deposition testimony, report.
- Gregory Motto and Genie Motto v. Daniel Martinez, Blue Cross Blue Shield of Texas, et al., District Court of Tarrant County, Texas, 2021, Expert designation, report.
- Warner Records Inc. (f/k/a Warner Bros. Records, Inc.), et al. v. Charter Communications, Inc., District of Colorado, 2021, Expert designation, deposition testimony, report.
- UMG Recordings, Inc., et al. v. Bright House Networks, LLC., Middle District of Florida, Tampa Division, 2021, Expert designation, deposition testimony, hearing testimony, report.
- Stress Engineering Service, Inc. v. Brian Olson and Becht Engineering Co., Inc., District Court of Harris County, Texas, 2021, Expert designation, report.
- United States of America v. Thomas Keller, Northern District of California, 2021. Expert designation.
- Mattress Firm, Inc. v. Bruce Levy et al., District Court of Harris County, Texas, 2022. Expert designation, deposition testimony, report.
- Jennifer Sugg v. Midwestern University et al., Southern District of Texas, 2022. Expert designation, report.
- Bedford, Freeman & Worth Publishing Group, LLC., et al. v. Shopify, Inc., Eastern District of Virginia, 2022, Expert designation, deposition testimony, report.

PREVIOUS EXPERIENCE

- 2000–2014 Associate Principal and Consulting Associate, Charles River Associates, College Station, TX
- 2011–Present Executive Professor, Mays Business School, Texas A&M University

WHITEPAPERS/PUBLICATIONS

- “Statistical Review and Analysis of State Power Agency Solar Program Lottery.” Confidential Whitepaper on behalf of solar energy provider to state power agency. April 24, 2019.
- “Advance Pricing Arrangement and Transfer Pricing Study.” With Steven N. Wiggins prepared for Shell Petroleum, Inc., August 19, 2011.
- “Thoratec-HeartWare and the Rebirth of Innovation Markets Analysis at the FTC.” With Robert Maness, *Antitrust Healthcare Chronicle*, American Bar Association, Vol. 23/No. 1, October 2009.
- “Analyzing the Correlation between Profitability and Size for a Sample of French Companies.” With Dennis W. Jansen, a whitepaper prepared for Akin, Gump, Strauss, Hauer & Feld, LLP., May 3, 2004.

PROFESSIONAL AFFILIATIONS / OTHER

- Associate Member, American Bar Association (“ABA”)
- Member, Houston Intellectual Property Law Association (“HIPLA”)
- Member, National Association for Business Economics (“NABE”)

OTHER SELECTED CONSULTING EXPERIENCE

- Trofholz Technologies, Inc. v. The Intellekt Group, LLC, et al., Superior Court of California, County of Placer, 2021.
- West Houston Fluid Systems Technologies LLP v. Swagelok Company, Harris County, Texas, 2021.
- Farid Khan, an individual, on behalf of himself and all others similarly situated v. Boohoo.com USA, Inc. et al., Central District of California, 2021.
- Hilton v. PrettyLittleThing USA Inc., et al., Central District of California, 2021.
- Lee v. NastyGal.com USA Inc., et al., Central District of California, 2021.
- T&C Devine, Ltd. and Thomas J. Devine v. Stericycle, Inc., Southern District of Texas, Houston Division, 2020.
- City of Clinton, Arkansas, v. Pilgrim's Pride Corporation, and Shelia Adams and James Adams, et al., vs. Pilgrim's Pride Corporation, Action No. 4:09-CV-386-Y (Consolidated With 4:09-CV-387-Y), 2013.
- In Re: Pilgrim's Pride Corporation, et al., Case No. 08-45664 (DML), In the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division, 2013.
- Exxon Mobil Corp v. FX Networks, LLC et al., Southern District of Texas, Houston Division, 2014.
- Energy Intelligence Group, Inc. et al v. Kayne Anderson Capital Advisors, LP et al, Southern District of Texas, Houston Division, 2015.
- Intellectual Ventures v. Sprint et al, Eastern District of Texas, 2016.
- Butamax Advanced Biofuels LLC. V. Gevo, Inc., District of Delaware, 2015.
- SimpleAir, Inc. v. Google Inc. and YouTube, LLC, Eastern District of Texas, 2015.
- Optis Wireless Technology, LLC. and Panoptis Patent Mgmt LLC v. ZTE Corporation and ZTE (USA) Inc., Eastern District of Texas, Marshall Division, 2015.
- Enzo Life Sciences, Inc. v. Abbott Laboratories (f/k/a Luminex) et al, District of Delaware, 2014.
- Allure Energy, Inc. v. Nest Labs, Inc. et al, Eastern District of Texas, Tyler Division, 2014.
- Isola USA Corporation v. Taiwan Union Technology Corp., District of Arizona, 2015.
- United States ex rel. Mayes v. Berkeley HeartLab Inc., et al., Case No. 9:11-CV-01593-RMG (D.S.C.).
- East Texas Medical Center v. Blue Cross & Blue Shield of Texas, et al, District Court of Smith County, Texas, 2015.
- EMED Technologies Corporation v. Repro-Med Systems, Inc., Eastern District of Texas, Marshall Division, 2015.
- Tinnus Enterprises, LLC. and Zuru Ltd., v. Telebrands Corp., Eastern District of Texas, Tyler Division, 2016.
- Aesthetic and Acupuncture Clinic of Texas, PLLC et al v. Downey Publishing, Inc., District Court of Washington County, Texas, 2016.
- Network-1 Security Solutions, Inc. v. Alcatel-Lucent USA Inc., Juniper Networks Inc., et al, Eastern District of Texas, Tyler Division, 2015.
- Easter Seals of Greater Houston, Inc. v. 4500 Bissonnet Associates, LP et al, District Court of Harris County, Texas, 2016.
- Foundation Medicine, Inc. v. Guardant Health, Inc., Eastern District of Texas, Marshall Division, 2017.
- In re: Polyurethane Foam Antitrust Litigation, Ohio Northern District Court, 2014.
- Allergan, Inc. v. Sandoz, et al., United States District Court, Eastern District of Texas, Marshall Division, 2013.

Kristofer D. Buchan

Partner

- Retractable Technologies, Inc., and Thomas J. Shaw v. Becton Dickinson and Company, Eastern District of Texas, Marshall Division, 2013.
- Allergan, Inc. v. Sandoz Inc., et al, United States District Court, Eastern District of Texas, Tyler Division, 2013.
- State of Louisiana v. Abbott Laboratories, Inc., et al., Louisiana District Court, 19th Judicial District, East Baton Rouge Parish, 2013.
- Exela Pharmsci, Inc. v. Teva Pharmaceuticals, USA, Inc., Circuit Court of Loudon County, Virginia, 2012.
- Shelia Adams and James Adams, et al. v. Pilgrim's Pride Corporation, Eastern District of Texas, Marshall Division, 2013.
- Mary Plubell and Ted Ivey, on behalf of themselves and all others similarly situated v. Merck, & Co., Inc., In the Circuit Court of Jackson County, Missouri at Independence, 2013.
- April Krueger, Individually and on Behalf of All Others Similarly Situated vs. Wyeth, Inc. F/K/A American Home Products, United States District Court Southern District Of California, 2013.
- MM Steel, LP vs. Reliance Steel & Aluminum Co. et al, United States District Court for the Southern District of Texas, Houston Division, 2013.
- State of Louisiana, ex rel. James D. Caldwell, Jr., Attorney General v. Merck & Co., Inc., Eastern District of Louisiana, 2013.
- Michael H. Kirsch, D.D.S., et al v. Horizon Blue Cross Blue Shield of New Jersey, Inc., Superior Court of New Jersey Law, Essex Division, 2013.
- Fred Esser v. William T. Fretwell and Morris L. Freeman, Southern District of Texas, Houston Division, 2012. Expert designation, report.
- Leonor Rios and Benjamin Rios v. Farmers Texas County Mutual Insurance Company, Brazos County, Texas, 2013. Expert designation, report.
- Alcoa Inc. v. Luminant Generation Company LLC et al, District Court of Milam County, Texas, 20th Judicial District, 2013.
- Logan Farms v. Smithfield, et al, Southern District of Texas, Houston Division, 2012
- The State of Texas v. Merck & Co., Inc., District Court of Travis County, Texas, 2012.
- Board of Regents, The University of Texas System, on behalf of The University of Texas at Austin and Hydro-Québec v. Nippon Telephone and Telegraph Corporation, Western District of Texas, Austin Division, 2011.
- ReedHycalog UK, Ltd. et al v. Baker Hughes Oilfield Operations, Halliburton Energy Services, Inc., et al, Eastern District of Texas, Tyler Division; 2011.
- Champagne Metals v. Ken-Mac, Inc., et al, Western District of Oklahoma, 2011.
- Rick Love, M.D., et al, v. Blue Cross and Blue Shield of Arizona, Inc., et al., Southern District of Florida, Miami Division, 2011.
- Century Martial Art Supply, Inc. v. Martial Arts Enterprises, Inc., Western District of Oklahoma (Arbitration Number 71 181 J 00407 05), 2011.
- Brazos River Authority v. Ionics, Incorporated, U.S. District Court of Texas, Waco Division, 2010.
- Natalie M. Grider, M.D., et al. v. Keystone Health Plan Central, Inc., et al., Eastern District of Pennsylvania, 2011.
- Milissa Boisseau v. 7-Eleven, Inc., In the 68th Judicial District Court, Dallas County, Texas, 2010.

Kristofer D. Buchan

Partner

- John Ivan Sutter, M.D., P.A. et al. v. Horizon Blue Cross Blue Shield of New Jersey, Inc., Superior Court of New Jersey, Law Division Essex County, 2010.
- EEMSO, Inc. v. Compex Technologies, Inc. f/k/a Rehabilicare, Inc. and Iomed, Inc., Northern District of Texas, Dallas Division, 2010.
- Crest Foods of Edmund, LLC v. Wal-Mart Stores, Inc., Western District of Oklahoma, 2010.
- Andrew Daugherty, et al., v. International Business Machines Corporation, In the District Court of Burleson County, Texas, 21st/335th Judicial District, 2009.
- Logan Farms, Inc. and James P. Logan, Jr. v. Honeybaked Ham, L.P., Mi., et al., Southern District of Texas, Houston Division, 2009.
- Park Cities Hotel, L.P. v. Meristar Management Company, L.L.C., In the District Court, Dallas County, Texas, B-44th Judicial District, 2009.
- Marion Crane, et al., v. International Paper Company and Canal Wood, LLC, District of South Carolina, Columbia Division, 2009.
- Richard A. Lippe, et al. v. Bairnco Corporation, et al., Southern District of New York.
- IMODCO Inc. v. FMC Corporation and SOFEC, Inc., Southern District of Texas, Houston Division.
- Palacio del Rio, Ltd. v. Hilton Hotels Corporation, et al., In the 407th Judicial District Court, Bexar County, Texas.
- Gilbert Moreno Enterprises, Inc. d/b/a La Monita, et al., v. Gruma Corporation, et al., Southern District of Texas, Galveston District.
- Todd E. Samuelson, M.D. and Todd E. Samuelson, M.D., P.A., et al., Appellants V. United Healthcare of Texas, Inc. et al., Appellees, Court of Appeals of Texas, Second District, Fort Worth.
- Schlotzsky's, Ltd. v. Sterling Purchasing & National Distribution Co. and Commissary Operations, Inc. and The Sygma Network, Inc., Western District of Texas, Austin Division.
- Star Fuel Marts, LLC v. Murphy Oil USA, Inc., et al., Western District of Oklahoma.
- Port of Houston Authority v. GB Biosciences Corporation, et al., In the District Court of Harris County, Texas, 151st Judicial District.
- Biovail Pharmaceuticals, Inc. v. Eli Lilly Company, Eastern District of North Carolina, Western Division.
- Ruhrpumpen, Inc. v. Flowserve Corporation et al, USDC, North District of Texas, Dallas Division.
- Esther Kiobel et al v. Royal Dutch Petroleum Company, et al., USDC Southern District of New York.
- BSA Enterprises, Inc. d/b/a BSA Provider Network v. Healthsmart Preferred Care II, L.P., In the 108th District Court, Potter County, Texas.
- HomeTeam Pest Defense LLC v. Curtis Warren and OnDuty Security Systems, Inc., In the 189th Judicial District, Harris County, Texas.
- KCI Licensing, Inc., et al. v. Bluesky Medical Corporation, et al., Western District of Texas, San Antonio Division.
- VAE Nortrak North America, Inc., et al. v. Progress Rail Services Corporation, Northern District of Alabama, Middle Division.

EXHIBIT "B"

MASTER CONFLICTS LIST

SCHEDULE 1

LTL Management LLC
Potentially Interested Parties (as of April 29, 2022)

Professionals Retained and Proposed to be Retained by Debtor

Blake, Cassels & Graydon LLP
Hogan Lovells
Orrick Herrington & Sutcliffe LLP
Skadden, Arps, Slate, Meager & Flom LLP

Debtor's Ordinary Course Professionals

Sills Cummis & Gross P.C.

The United States Trustee – Region 3 – District of New Jersey

Andrew R. Vara

Professionals Retained and Proposed to be Retained by Official Committee of Talc Claimants

FTI Consulting, Inc.
Gilbert LLP
Houlihan Lokey Capital, Inc.
Miller Thomson LLP
Monzack Mersky and Browder P.A.
Sherman, Silverstein, Kohl, Rose & Podolsky, P.A.
The Brattle Group

Members of the Official Committee of Talc Claimants and the Law Firms that Represent Them

Alishia Landrum
April Fair
Blue Cross Blue Shield of Massachusetts
Darlene Evans
Hill Hill Carter Franco Cole & Black, PC
Kellie Brewer
Kristie Doyle, as Estate Representative of Dan Doyle
Levin, Papantonio, Rafferty Proctor, Buchaman, O'Brien, Barr, Mougey, P.A.
Patricia Cook
Randy Derouen
Rebecca Love
Tonya Whetsel, as Estate Representative of Brandon Whetsel

William A. Henry, as Estate Representative of Debra Henry

The Future Talc Claimants Representative and Retained Professionals

Randi S. Ellis
Walsh Pizzi O'Reilly Falanga LLP

The Fee Examiner and Retained Professionals

Bernstein, Shur, Sawyer & Nelson, P.A.
Robert J. Keach
Traurig Law LLC

Co-Mediators

Gary Russo
Joel Schneider

Member States of Ad Hoc Committee of States Holding Consumer Protection Claims

Alabama
Alaska
Arkansas
Arizona
Colorado
Connecticut,
Delaware
Florida
Hawaii
Idaho
Illinois
Iowa
Kansas
Kentucky
Maine
Maryland
Massachusetts
Michigan,
Minnesota
Mississippi
Montana
Nebraska
Nevada
New Hampshire
New Jersey

New York
North Carolina,
North Dakota
Ohio
Oklahoma
Oregon
Rhode Island
South Dakota
Texas
Utah
Vermont
Virginia
Washington
Washington, D.C.
West Virginia
Wisconsin

Counsel to Ad Hoc Committee of States Holding Consumer Protection

Womble Bond Dickinson (US) LLP

Parties to Pending Appeals and Their Counsel

Arnold & Itkin LLP
Aylstock, Witkin, Kreis & Overholtz PLLC
KTBS Law LLP
Offit Kurman P.A.
Pachulski Stang Ziehl & Jones
Bailey Glasser LLP
Brandi Carl
Brown Rudnick LLP
Cooley LLP
Cooney & Conway
Dean Omar Branham Shirley LLP
Evan Plotkin
Genova Burns LLC
Giovanni Sosa
Golomb Spirit Grunfeld
Jan Deborah Michelson-Boyle
Karst & von Oiste LLP
Katherine Tollefson
Kazan, McClain, Satterley & Greenwood
Kristie Doyle as Estate Representative of
Dan Doyle
Levy Konigsberg LLP
Lex Nova Law LLC
Massey & Gail LLP

Maune Raichle Hartley French & Mudd,
LLC
Motley Rice
Otterbourg P.C.
Parkins Lee & Rubio LLP
Patricia Cook
Randy Derouen
Sherman Silverstein Kohl Rose &
Podolsky, P.A.
Shirleeta Ellison
Tonya Whetsel as Estate Representative of
Brandon Whetsel
Waldrep Wall Babcock & Bailey PLLC
Weitz & Luxenberg, P.C.

Certain Law Professors Filing Amici Briefs

Bruce Markell
Diane Dick
Erwin Chemerinsky
J. Marie Glover
Jared Elias
Kenneth Ayotte
Robert K. Rasmussen
Susan Block-Lieb
Yesha Yadav

Bankruptcy Rule 2002 Appearances¹

ACE Property and Casualty Insurance
Company (f/k/a CIGNA Property &
Casualty Insurance Company)
AIG Europe S.A. (as successor in interest
to Union Atlantique d'Assurances S.A)
AIG Property Casualty Company (f/k/a
Birmingham Fire Insurance Company
of Pennsylvania)
AIU Insurance Company
Allianz Global risk U.S.
Insurance Company (f/k/a/
Allianz Insurance Company and
Fireman's Fund Insurance Company)
Allianz Global Risk US Insurance
Company, formerly known as Allianz
Insurance Company
Allstate Insurance Company, solely as
successor in interest to Northbrook

¹ Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

Excess & Surplus Insurance Company,
formerly Northbrook Insurance Company
ASR Schadeverzekering N.V. (as successor
in interest to Assurantiekooi Van Wijk
& Co.)
Atlanta International Insurance Company
(as successor in interest to
Drake Insurance Company)
Avery Grace Whetsel
Beasley, Allen, Crow, Methvin
Portis & Miles, P.C.,
Broadview Investments LLC
Daniel Edley
Employers Ins. Company of Wausau
Employers Ins. Of Wausau
Employers Mutual Casualty Company
Granite State Insurance Company
Herrick Feinstein LLP
James E. Whetsel
Jeanne Stephenson
Kayleigh Klein, as representative
of the estate of Brandon
Whetsel
Klehr Harrison Harvey Branzburg LLP
Kristen Mary Whetsel
Lex Nova Law LLC
Lexington Insurance Company
Lite, DePalma, Greenberg
& Afanador LLC
London Guarantee and Accident
Company of New York
Lowenstein Sandler LLP
Marshack Hays LLP
McManimon, Scotland & Baumann LLC
Metals & Minerals Insurance
Company Ltd.
N.V. Schadeverzekeringsmaatschappij
Maas Lloyd (individually and as
successor in interest to policies
subscribed in favor of Johnson
& Johnson by N.V. Rotterdamse
Assurantiekas, n/k/a De Ark)
National Union Fire Insurance Company
of Pittsburgh, Pa.
Nationwide Indemnity
New Hampshire Insurance Company
PTI Royston LLC
PTI Union LLC
Quinn Emanuel Urquhart &
Sullivan LLP
Rheinland Versicherungen (as successor in
interest only to the subscriptions of the
former Dutch company Rheinland
Verzekeringen).

Rio Tinto America Holdings Inc.
Rio Tinto Services Inc.
Roger Edley
Ross Feller Casey, LLP
San Diego County Employees
Retirement Association
Scottsdale Insurance
Sentry Insurance Company as Assumptive
Reinsurer of Great Southwest Fire
Insurance Company
Sharon Wildman
Starr Indemnity & Liability Company
(as successor in interest to Republic
Insurance Company)
The Continental Insurance Company
as successor in interest to Harbor
Insurance Company
The Guardian Law Group LLP
The Insurance Company of the State
of Pennsylvania
The North River Insurance Company
The United States of America

SCHEDULE 1

Schedule of Potentially Interested Parties

LTL Management LLC
Potentially Interested Parties

Debtor

LTL Management LLC

Direct Equity Owner of Debtor

Johnson and Johnson Consumer Inc.

Debtor's Direct Non-Debtor Subsidiary

Royalty A&M LLC

Other Non-Debtor Affiliates

3Dintegrated ApS

Acclarent, Inc.

Actelion Ltd

Actelion Manufacturing GmbH

Actelion Pharmaceuticals Australia Pty. Limited

Actelion Pharmaceuticals Korea Ltd.

Actelion Pharmaceuticals Ltd

Actelion Pharmaceuticals Mexico S.A. De C.V.

Actelion Pharmaceuticals Trading (Shanghai) Co., Ltd.

Actelion Pharmaceuticals UK Limited

Actelion Pharmaceuticals US, Inc.

Actelion Registration Limited

Actelion Treasury Unlimited Company

Akros Medical, Inc.

Albany Street LLC

ALZA Corporation

Alza Land Management, Inc.

AMO (Hangzhou) Co., Ltd.

AMO (Shanghai) Medical Devices Trading Co., Ltd.

AMO ASIA LIMITED

AMO Australia Pty Limited

AMO Canada Company

AMO Denmark ApS

AMO Development, LLC

AMO France

AMO Germany GmbH

AMO Groningen B.V.

AMO International Holdings

AMO Ireland

AMO Ireland Finance Unlimited Company

AMO Italy SRL

AMO Japan K.K.

AMO Manufacturing Spain S.L.

AMO Manufacturing USA, LLC

AMO Netherlands BV

AMO Nominee Holdings, LLC

AMO Norway AS

AMO Puerto Rico Manufacturing, Inc.

AMO Sales and Service, Inc.

AMO Singapore Pte. Ltd.

AMO Spain Holdings, LLC

AMO Switzerland GmbH

AMO U.K. Holdings, LLC

AMO United Kingdom, Ltd.

AMO Uppsala AB

AMO US Holdings, Inc.

AMO USA Sales Holdings, Inc.

AMO USA, LLC

Animas Diabetes Care, LLC

Animas LLC

Animas Technologies LLC

AorTx, Inc.

Apsis

Aragon Pharmaceuticals, Inc.

Asia Pacific Holdings, LLC

Atrionix, Inc.

AUB Holdings LLC

Auris Health, Inc.

Backsvalan 2 Aktiebolag

Backsvalan 6 Handelsbolag

Beijing Dabao Cosmetics Co., Ltd.

BeneVir BioPharm, Inc.

Berna Rhein B.V.

BioMedical Enterprises, Inc.

Biosense Webster (Israel) Ltd.

Biosense Webster, Inc.

C Consumer Products Denmark ApS

Calibra Medical LLC

Campus-Foyer Apotheke GmbH

Carlo Erba OTC S.r.l.	EIT Emerging Implant Technologies GmbH
Centocor Biologics, LLC	Ethicon Biosurgery Ireland
Centocor Research & Development, Inc.	Ethicon Endo-Surgery (Europe) GmbH
ChromaGenics B.V.	Ethicon Endo-Surgery, Inc.
Ci:Labo Customer Marketing Co., Ltd.	Ethicon Endo-Surgery, LLC
Ci:z. Labo Co., Ltd.	Ethicon Holding Sarl
Cilag AG	Ethicon Ireland Unlimited Company
Cilag GmbH International	Ethicon LLC
Cilag Holding AG	Ethicon PR Holdings Unlimited Company
Cilag Holding Treasury Unlimited Company	Ethicon Sarl
Cilag-Biotech, S.L.	Ethicon US, LLC
CNA Development GmbH	Ethicon Women's Health & Urology Sarl
Codman & Shurtleff, Inc.	Ethicon, Inc.
Coherex Medical, Inc.	Ehenor (Proprietary) Limited
ColBar LifeScience Ltd.	Ehenor del Istmo S.A.
Company Store.com, Inc.	Ehenor Farmaceutica, S.A.
Cordis de Mexico, S.A. de C.V.	Ehenor Guatemala, Sociedad Anomina
Cordis International Corporation	Finsbury (Development) Limited
Corimmun GmbH	Finsbury (Instruments) Limited
CoTherix Inc.	Finsbury Medical Limited
CSATS, Inc.	Finsbury Orthopaedics International Limited
Darlain Trading S.A.	Finsbury Orthopaedics Limited
Debs-Vogue Corporation (Proprietary) Limited	FMS Future Medical System SA
DePuy France	GH Biotech Holdings Limited
DePuy Hellas SA	Global Investment Participation B.V.
DePuy International Limited	GMED Healthcare BV
DePuy Ireland Unlimited Company	Guangzhou Bioseal Biotech Co., Ltd.
DePuy Mexico, S.A. de C.V.	Hansen Medical Deutschland GmbH
DePuy Mitek, LLC	Hansen Medical International, Inc.
DePuy Orthopaedics, Inc.	Hansen Medical UK Limited
DePuy Products, Inc.	Hansen Medical, Inc.
DePuy Spine, LLC	Healthcare Services (Shanghai) Ltd.
DePuy Synthes Gorgan Limited	I.D. Acquisition Corp.
DePuy Synthes Institute, LLC	Innomedic Gesellschaft für innovative Medizintechnik und Informatik mbH
DePuy Synthes Leto SARL	Innovalens B.V.
DePuy Synthes Products, Inc.	Innovative Surgical Solutions, LLC
DePuy Synthes Sales, Inc.	J & J Company West Africa Limited
DePuy Synthes, Inc.	J&J Pension Trustees Limited
Dr. Ci:Labo Co., Ltd.	J.C. General Services BV
DR. CI:LABO COMPANY LIMITED	Janssen Alzheimer Immunotherapy (Holding) Limited
Dutch Holding LLC	Janssen Biologics (Ireland) Limited
ECL7, LLC	Janssen Biologics B.V.
EES Holdings de Mexico, S. de R.L. de C.V.	Janssen BioPharma, Inc.
EES, S.A. de C.V.	Janssen Biotech, Inc.

Janssen Cilag Farmaceutica S.A.	Janssen-Cilag GmbH
Janssen Cilag S.p.A.	Janssen-Cilag International NV
Janssen Cilag SPA	Janssen-Cilag Kft.
Janssen Cilag, C.A.	Janssen-Cilag Limited
Janssen de Mexico, S. de R.L. de C.V.	Janssen-Cilag Limited
Janssen Development Finance Unlimited Company	Janssen-Cilag Manufacturing, LLC
Janssen Diagnostics, LLC	Janssen-Cilag NV
Janssen Egypt LLC	Janssen-Cilag OY
Janssen Farmaceutica Portugal Lda	Janssen-Cilag Pharma GmbH
Janssen Global Services, LLC	Janssen-Cilag Pharmaceutical S.A.C.I.
Janssen Group Holdings Limited	Janssen-Cilag Polska, Sp. z o.o.
Janssen Holding GmbH	Janssen-Cilag Pty Ltd
Janssen Inc.	Janssen-Cilag S.A.
Janssen Irish Finance Company UC	Janssen-Cilag s.r.o.
Janssen Korea Ltd.	Janssen-Cilag, S.A.
Janssen Oncology, Inc.	Janssen-Cilag, S.A. de C.V.
Janssen Ortho LLC	Janssen-Pharma, S.L.
Janssen Pharmaceutica (Proprietary) Limited	J-C Health Care Ltd.
Janssen Pharmaceutica NV	Jevco Holding, Inc.
Janssen Pharmaceutica S.A.	JJ Surgical Vision Spain, S.L.
Janssen Pharmaceutical	JJC Acquisition Company B.V.
Janssen Pharmaceutical K.K.	JJHC, LLC
Janssen Pharmaceutical Sciences Unlimited Company	JJSV Belgium BV
Janssen Pharmaceuticals, Inc.	JJSV Manufacturing Malaysia SDN. BHD.
Janssen Products, LP	JJSV Norden AB
Janssen R&D Ireland	JJSV Produtos Otitos Ltda.
Janssen Research & Development, LLC	JNJ Global Business Services s.r.o.
Janssen Sciences Ireland Unlimited Company	JNJ Holding EMEA B.V.
Janssen Scientific Affairs, LLC	JNJ International Investment LLC
Janssen Supply Group, LLC	JNJ Irish Investments ULC
Janssen Vaccines & Prevention B.V.	Johnson & Johnson
Janssen Vaccines Corp.	Johnson & Johnson - Societa' Per Azioni
Janssen-Cilag	Johnson & Johnson (Angola), Limitada
Janssen-Cilag (New Zealand) Limited	Johnson & Johnson (China) Investment Ltd.
Janssen-Cilag A/S	Johnson & Johnson (Egypt) S.A.E.
Janssen-Cilag AG	Johnson & Johnson (Hong Kong) Limited
Janssen-Cilag Aktiebolag	Johnson & Johnson (Ireland) Limited
Janssen-Cilag AS	Johnson & Johnson (Jamaica) Limited
Janssen-Cilag B.V.	Johnson & Johnson (Kenya) Limited
Janssen-Cilag de Mexico S. de R.L. de C.V.	Johnson & Johnson (Middle East) Inc.
Janssen-Cilag Farmaceutica Lda.	Johnson & Johnson (Mozambique), Limitada
Janssen-Cilag Farmaceutica Ltda.	Johnson & Johnson (Namibia)
	(Proprietary) Limited
	Johnson & Johnson (New Zealand) Limited
	Johnson & Johnson (Philippines), Inc.

Johnson & Johnson (Private) Limited
Johnson & Johnson (Thailand) Ltd.
Johnson & Johnson (Trinidad) Limited
Johnson & Johnson (Vietnam) Co., Ltd
Johnson & Johnson AB
Johnson & Johnson AG
Johnson & Johnson Belgium
 Finance Company BV
Johnson & Johnson Bulgaria EOOD
Johnson & Johnson China Ltd.
Johnson & Johnson Consumer
 (Hong Kong) Limited
Johnson & Johnson Consumer
 (Thailand) Limited
Johnson & Johnson Consumer B.V.
Johnson & Johnson Consumer
 Holdings France
Johnson & Johnson Consumer Inc.
Johnson & Johnson Consumer NV
Johnson & Johnson Consumer
 Saudi Arabia Limited
Johnson & Johnson Consumer Services
 EAME Ltd.
Johnson & Johnson d.o.o.
Johnson & Johnson de Argentina
 S.A.C. e. I.
Johnson & Johnson de Chile Limitada
Johnson & Johnson de Chile S.A.
Johnson & Johnson de Colombia S.A.
Johnson & Johnson de Costa Rica, S.A.
Johnson & Johnson de Mexico, S.A. de C.V.
Johnson & Johnson de Uruguay S.A.
Johnson & Johnson de Venezuela, S.A.
Johnson & Johnson del Ecuador, S.A.
Johnson & Johnson Del Paraguay, S.A.
Johnson & Johnson del Peru S.A.
Johnson & Johnson do Brasil Industria E
 Comercio de Produtos Para Saude Ltda.
Johnson & Johnson Dominicana, S.A.S.
Johnson & Johnson Enterprise
 Innovation Inc.
Johnson & Johnson European
 Treasury Company
Johnson & Johnson Finance Corporation
Johnson & Johnson Finance Limited
Johnson & Johnson Financial
 Services GmbH
Johnson & Johnson for Export and
 Import LLC
Johnson & Johnson Foundation Scotland
 (NON-PROFIT)
Johnson & Johnson Gateway, LLC
Johnson & Johnson Gesellschaft m.b.H.
Johnson & Johnson GmbH
Johnson & Johnson Guatemala, S.A.
Johnson & Johnson Health and
 Wellness Solutions, Inc.
Johnson & Johnson Health Care
 Systems Inc.
Johnson & Johnson Hellas Commercial and
 Industrial S.A.
Johnson & Johnson Hellas Consumer
 Products Commercial Societe Anonyme
Johnson & Johnson Hemisferica S.A.
Johnson & Johnson Holding GmbH
Johnson & Johnson Holdings K.K.
Johnson & Johnson Inc.
Johnson & Johnson Industrial Ltda.
Johnson & Johnson Innovation - JJDC, Inc.
Johnson & Johnson Innovation Limited
Johnson & Johnson Innovation LLC
Johnson & Johnson International
Johnson & Johnson International
 (Singapore) Pte. Ltd.
Johnson & Johnson International Financial
 Services Company
Johnson & Johnson Japan Inc.
Johnson & Johnson K.K.
Johnson & Johnson Kft.
Johnson & Johnson Korea Ltd.
Johnson & Johnson Korea Selling &
 Distribution LLC
Johnson & Johnson Limitada
Johnson & Johnson Limited
Johnson & Johnson LLC
Johnson & Johnson Luxembourg Finance
 Company Sarl
Johnson & Johnson Management Limited
Johnson & Johnson Medical (China) Ltd.
Johnson & Johnson Medical
 (Proprietary) Ltd

Johnson & Johnson Medical (Shanghai) Ltd.
Johnson & Johnson Medical (Suzhou) Ltd.
Johnson & Johnson Medical B.V.
Johnson & Johnson Medical Devices &
Diagnostics Group - Latin America,
L.L.C.
Johnson & Johnson Medical GmbH
Johnson & Johnson Medical Korea Ltd.
Johnson & Johnson Medical Limited
Johnson & Johnson Medical Mexico, S.A.
de C.V.
Johnson & Johnson Medical NV
Johnson & Johnson Medical
Products GmbH
Johnson & Johnson Medical Pty Ltd
Johnson & Johnson Medical S.A.
Johnson & Johnson Medical S.p.A.
Johnson & Johnson Medical SAS
Johnson & Johnson Medical
Saudi Arabia Limited
Johnson & Johnson Medical Servicios
Profesionales S. de R.L. de C.V.
Johnson & Johnson Medical Taiwan Ltd.
Johnson & Johnson Medical, S.C.S.
Johnson & Johnson Medikal Sanayi ve
Ticaret Limited Sirketi
Johnson & Johnson Middle East FZ-LLC
Johnson & Johnson Morocco
Societe Anonyme
Johnson & Johnson Nordic AB
Johnson & Johnson Pacific Pty Limited
Johnson & Johnson Pakistan
(Private) Limited
Johnson & Johnson Panama, S.A.
Johnson & Johnson Personal Care
(Chile) S.A.
Johnson & Johnson Poland Sp. z o.o.
Johnson & Johnson Private Limited
Johnson & Johnson Pte. Ltd.
Johnson & Johnson Pty. Limited
Johnson & Johnson Research Pty Ltd
Johnson & Johnson Romania S.R.L.
Johnson & Johnson S.E. d.o.o.
Johnson & Johnson S.E., Inc.
Johnson & Johnson Sante Beaute France
Johnson & Johnson SDN. BHD.

Johnson & Johnson Services, Inc.
Johnson & Johnson Servicios Corporativos,
S. de R.L. de C.V.
Johnson & Johnson Surgical Vision India
Private Limited
Johnson & Johnson Surgical Vision, Inc.
Johnson & Johnson Taiwan Ltd.
Johnson & Johnson UK Treasury
Company Limited
Johnson & Johnson Ukraine LLC
Johnson & Johnson Urban Renewal
Associates
Johnson & Johnson Vision Care
(Shanghai) Ltd.
Johnson & Johnson Vision Care Ireland
Unlimited Company
Johnson & Johnson Vision Care, Inc.
Johnson & Johnson, S.A.
Johnson & Johnson, S.A. de C.V.
Johnson & Johnson, s.r.o.
Johnson & Johnson, s.r.o.
Johnson and Johnson (Proprietary) Limited
Johnson and Johnson Sihhi Malzeme Sanayi
Ve Ticaret Limited Sirketi
JOM Pharmaceutical Services, Inc.
La Concha Land Investment Corporation
Latam International Investment Company
Unlimited Company
Lifescan
McNeil AB
McNeil Consumer Pharmaceuticals Co.
McNeil Denmark ApS
McNeil Healthcare (Ireland) Limited
McNeil Healthcare (UK) Limited
McNeil Healthcare LLC
McNeil Iberica S.L.U.
McNeil LA LLC
McNEIL MMP, LLC
McNeil Nutritionals, LLC
McNeil Panama, LLC
McNeil Products Limited
McNeil Sweden AB
MDS Co. Ltd.
Medical Device Business Services, Inc.
Medical Devices & Diagnostics Global
Services, LLC

Medical Devices International LLC	Pharmedica Laboratories (Proprietary) Limited
Medical Industrial do Brasil Ltda.	PMC Holdings G.K.
Medos International Sarl	Princeton Laboratories, Inc.
Medos Sarl	Productos de Cuidado Personal y de La Salud de Bolivia S.R.L.
MegaDyne Medical Products, Inc.	Proleader S.A.
Menlo Care De Mexico, S.A. de C.V.	PT Integrated Healthcare Indonesia
Mentor B.V.	PT. Johnson & Johnson Indonesia
Mentor Deutschland GmbH	Pulsar Vascular, Inc.
Mentor Medical Systems B.V.	Regency Urban Renewal Associates
Mentor Partnership Holding Company I, LLC	RespiVert Ltd.
Mentor Texas GP LLC	RoC International
Mentor Texas L.P.	Rutan Realty LLC
Mentor Worldwide LLC	Scios LLC
Micrus Endovascular LLC	Sedona Enterprise Co., Ltd.
Middlesex Assurance Company Limited	Sedona Singapore International Pte. Ltd.
Momenta Ireland Limited	Sedona Thai International Co., Ltd.
Momenta Pharmaceuticals, Inc.	Serhum S.A. de C.V.
NeoStrata Company, Inc.	Shanghai Elsker For Mother & Baby Co., Ltd
NeoStrata UG (haftungsbeschränkt)	Shanghai Johnson & Johnson Ltd.
Netherlands Holding Company	Shanghai Johnson & Johnson Pharmaceuticals Ltd.
Neuravi Inc.	Sightbox, LLC
Neuravi Limited	Sodiac ESV
NeuWave Medical, Inc.	Spectrum Vision Limited Liability Company
Novira Therapeutics, LLC	Spectrum Vision Limited Liability Company
NuVera Medical, Inc.	Spectrum Vision Limited Liability Partnership
Obtech Medical Mexico, S.A. de C.V.	Spine Solutions GmbH
OBTECH Medical Sarl	SterilMed, Inc.
OGX Beauty AU Pty Ltd	Sterilmed, Inc.
OGX Beauty Limited	Surgical Process Institute Deutschland GmbH
OMJ Holding GmbH	Synthes Costa Rica S.C.R., Limitada
OMJ Ireland Unlimited Company	SYNTHES GmbH
OMJ Pharmaceuticals, Inc.	Synthes GmbH
Omrix Biopharmaceuticals Ltd.	Synthes Holding AG
Omrix Biopharmaceuticals NV	Synthes Holding Limited
Omrix Biopharmaceuticals, Inc.	SYNTHES Medical Immobilien GmbH
Ortho Biologics LLC	Synthes Medical Surgical Equipment & Instruments Trading LLC
Ortho Biotech Holding LLC	Synthes Produktions GmbH
Ortho-McNeil Pharmaceutical, LLC	Synthes Proprietary Limited
Orthotaxy	Synthes S.M.P., S. de R.L. de C.V.
Patriot Pharmaceuticals, LLC	
Peninsula Pharmaceuticals, LLC	
Penta Pty. Limited	
Percivia LLC	
Perouse Plastie	
Pharmadirect Ltd.	

Synthes Tuttlingen GmbH
Synthes USA Products, LLC
Synthes USA, LLC
Synthes, Inc.
TARIS Biomedical LLC
TearScience, Inc.
The Anspach Effort, LLC
The Vision Care Institute, LLC
Tibotec, LLC
Torax Medical, Inc.
TriStrata, Incorporated
UAB "Johnson & Johnson"
Vania Expansion
Verb Surgical Inc.
Vision Care Finance Unlimited Company
Vogue International LLC
Vogue International Trading, Inc.
WH4110 Development Company, L.L.C.
Xian Janssen Pharmaceutical Ltd.
XO1 Limited
Zarbee's, Inc.

Managers and Officers of the Debtor

John Kim
Richard Dickinson
Robert Wuesthoff
Russell Deyo

Major Current Business Affiliations of Debtor's Managers

American Foundation for Opioid
Alternatives
Lawyers for Civil Justice
Migration Policy Institute
Miller Center for Community Protection &
Reliance, Eagleton Institute of Politics,
Rutgers University
National Center for State Courts
National Council, McLean Hospital
New Jersey Civil Justice Institute
One Mind

Depository and Disbursement Banks

Bank of America, N.A.

Major Sureties

Chubb
Federal Insurance Company
Liberty Mutual Insurance Company
Travelers Casualty and Surety Company of
America

Parties to Material Contracts with the Debtor

Johnson & Johnson
Johnson & Johnson Consumer Inc.
Johnson & Johnson Services, Inc.
U.S. Bank N.A.

Significant Co-Defendants in Talc-Related Litigation

3M Company
A.O. Smith Corporation
Albertsons Companies, Inc.
Avon Products, Inc.
Barretts Minerals, Inc.
BASF Catalysts LLC
Block Drug Company, Inc.
Borg Warner Morse Tec, Inc.
Brenntag North America
Brenntag Specialties, Inc.
Bristol-Myers Squibb Company
Carrier Corporation
Chanel, Inc.
Charles B. Chrystal Co., Inc.
Chattem, Inc.
Colgate-Palmolive Company
Conopco Inc.
Costco Wholesale Corporation
Coty, Inc.
Crane Co.
CVS Health Corporation
CVS Pharmacy, Inc.
Cyprus Amax Minerals Company
Cyprus Mines Corporation
Dana Companies, LLC
DAP Products, Inc.
Dollar General Corporation
Duane Reade Inc.

Eaton Corporation
Eli Lilly and Company
Elizabeth Arden, Inc.
Estee Lauder Inc.
Family Dollar Stores Inc.
Flowserve US, Inc.
FMC Corporation
Food 4 Less of California, Inc.
Ford Motor Company
Foster Wheeler, LLC
Gardner Denver, Inc.
General Electric Company
Genuine Parts Company
Goodyear Tire & Rubber Co.
Goulds Pumps, LLC
Grinnell LLC
Honeywell International, Inc.
Imerys Talc America, Inc.
Imerys USA, Inc.
IMO Industries Inc.
John Crane, Inc.
K&B Louisiana Corporation
Kaiser Gypsum Company, Inc.
Kmart Corporation
Kolmar Laboratories
Longs Drug Stores California
L'Oreal USA, Inc.
Lucky Stores, Inc.
Macy's, Inc.
Mary Kay Inc.
Maybelline LLC
Metropolitan Life Insurance Company
Noxell Corporation
Personal Care Products Council
Pfizer, Inc.
Pharma Tech Industries, Inc.
Pneumo Abex, LLC
PTI Royston, LLC
Publix Super Markets, Inc.
R.T. Vanderbilt Holding Company, Inc.
Ralphs Grocery Company
Revlon Consumer Products Corporation
Revlon, Inc.
Rite Aid Corporation
Safeway, Inc.
Sanofi-Aventis U.S. LLC

Shulton, Inc.
Specialty Minerals Inc.
Target Corporation
The Dow Chemical Company
The Estee Lauder Companies, Inc.
The Kroger Co.
The Procter & Gamble Company
Thrifty Payless, Inc.
Unilever Home & Personal Care USA
Union Carbide Corporation
Vanderbilt Minerals, LLC
ViacomCBS, Inc.
Walgreen Co.
Walmart, Inc.
Warren Pumps, LLC
Whittaker Clark & Daniels, Inc.
Wyeth Holdings LLC
Yves Saint Laurent America, Inc.

Debtors' Retained Professionals and Claims Agent

AlixPartners LLP
Bates White LLC
Epiq Corporate Restructuring LLC
Jones Day
King & Spalding LLP
McCarter & English, LLP
Rayburn Cooper & Durham, P.A.
Shook, Hardy & Bacon L.L.P.
Weil Gotshal & Manges LLP

Debtors' Significant Ordinary Course Professionals, Consultants, and Service Providers

Adler Pollock & Sheehan PC
Bailey Glasser LLP
Barnes & Thornburg, LLP
Barrasso Usdin Kupperman
Freeman & Sarver, L.L.C.
Blake, Cassels & Graydon LLP
Blank Rome LLP
Brown Greer PLC
Butler Snow LLP
Carlton Fields, P.A.

Chehardy, Sherman, Williams,
Recile, & Hayes
Covington & Burling LLP
Damon Key Leong Kupchak Hastert
Davis Hatley Haffeman & Tighe
Dechert LLP
Elliott Law Offices, PA
Faegre Drinker Biddle & Reath LLP
Foliart, Huff, Ottaway & Bottom
Gibson, Dunn & Crutcher LLP
Goldman Ismail Tomaselli Brennan &
Baum
Hartline Barger
HeplerBroom LLC
Irwin Fritchie Urquhart & Moore LLC
Johnson & Bell Ltd.
Jones, Skelton & Hochuli, P.L.C.
Kaplan, Johnson, Abate & Bird LLP
Kelley Jasons McGowan Spinelli
Hanna & Reber, LLP
Kirkland & Ellis LLP
Kitch Drutchas Wagner
Valitutti & Sherbrook
Lewis Brisbois Bisgaard & Smith, LLP
Manion Gaynor & Manning LLP
Miles & Stockbridge
Milligan & Herns
Morgan Lewis
Nelson Mullins Riley & Scarborough, LLP
Nutter McCennen & Fish LLP
Orrick, Herrington, & Sutcliffe, LLP
Patterson Belknap Webb & Tyler LLP
Proskauer Rose LLP
Quattlebaum, Grooms & Tull PLLC
Schnader Harrison Segal & Lewis
Schwabe Williamson & Wyatt
Sidley Austin LLP
Skadden, Arps, Slate, Meager & Flom LLP
Stoel Rives LLP
Sullivan Whitehead & Deluca LLP
Swartz Campbell LLC
The Weinhardt Law Firm
Tucker Ellis LLP
Willcox & Savage, P.C.

**Known Professionals for Certain
Non-Debtor Parties in Interest**

Cravath, Swaine & Moore
White & Case LLP

Material Potentially Indemnified Parties

Bausch Health Companies Inc.
Cyprus Mines Corporation
Cyprus Talc Corp.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc.
Luzenac America, Inc.
Pharma Tech Industries, Inc.
PTI Royston, LLC
Rio Tinto America, Inc.
RTZ America, Inc.
Valeant Pharmaceuticals International, Inc.
Windsor Minerals Inc.
Costco Wholesale Corporation
Publix Super Markets, Inc.
Rite Aid Corporation
Safeway Inc.
Walmart Inc.

**Law Firms with Significant
Representations of Talc Claimants**

Arnold & Itkin LLP
Ashcraft & Gerel, LLP
Aylstock, Witkin, Kreis & Overholtz, PLLC
Barnes Firm
Beasley Allen Law Firm
Cellino Law LLP
Dalmonte Rueb Stoller, LLP
Dean Omar Branham Shirley, LLP
Driscoll Firm, LLC
Fears Nachawati Law Firm
Ferraro Law Firm
Flint Law Firm LLC
Golomb Spirit Grunfeld, P.C.
Honik LLC
Johnson Law Group
Karst & von Oiste LLP
Kazan, McClain, Satterly
& Greenwood PLC

Lanier Law Firm
Levy Konigsberg LLP
Maune Raichle Hartley French & Mudd, LLC
Miller Firm, LLC
Motley Rice LLC
Napoli Shkolnik PLLC
OnderLaw, LLC
Simmons Hanly Conroy LLC
Simon Greenstone Panatiere Bartlett, PC
The Gori Law Firm
Trammell PC
Weitz & Luxenberg, P.C.
Williams Hart Law Firm

Key Parties in Imerys Talc America, Inc. and Cyprus Mines Corp. Chapter 11 Cases

Cyprus Amax Minerals Company
Cyprus Mines Corporation
Cyprus Talc Corporation
Imerys S.A.
Imerys Talc America, Inc.
Imerys Talc Vermont, Inc.
(fka Windsor Minerals Inc.)
James L. Patton
Luzenac America, Inc.
Official Committee of Tort Claimants
(*In re Imerys Talc America, Inc.*)
Official Committee of Tort Claimants
(*In re Cyprus Mines Corp.*)
Roger Frankel

Debtor's Insurers

A.G. Securitas
ACE Property & Casualty Insurance Company
Aetna Casualty and Surety Company
Affiliated FM Ins. Company
AIG Europe S.A.
AIG Property and Casualty Company
AIU Ins. Company
Allianz Ins. Company

Allianz Global Risks US Insurance Company
Allstate Insurance Company
American Centennial Ins. Company
American Motorists Ins. Company
American Re-Insurance Company
Arrowood Indemnity Company
ASR Schadeverzekering N.V.
Assurances Generales De France
Assurantiekantoor VanWijk & Co.
Atlanta International Insurance Company
Birmingham Fire Ins. Company of Pennsylvania
Central National Ins. Company of Omaha
Century Indemnity Company
Champion Dyeing Allocation Year
Chubb
City Ins. Company
Colonia Versicherungs AG, Koln
Continental Insurance Company
Darag Deutsche Versicherungs-Und Rückversicherungs-AG
Drake Ins. Company of New York
Employers Ins. Company of Wausau
Employers Ins. of Wausau
Employers Mutual Casualty Company
Eurinco Allgemeine Versicherungs AG, Dusseldorf
Everest Reinsurance Company
Fireman's Fund Ins. Company
First State Ins. Company
GAP
Gibraltar Casualty Company
Granite State Ins. Company
Great American
Great Northern Ins. Company
Great Southwest Fire Ins. Company
Groupe Drouot
Harbor Ins. Company
Hartford Accident and Indemnity Company
Home Ins. Company
Ideal Mutual Ins. Company
Industrial Indemnity Company
Ins. Company of North America
Ins. Company of the State of Pennsylvania
Ins. Corporation of Singapore Limited

Integrity Ins. Company
International Ins. Company
International Surplus Lines Ins. Company
Lexington Ins. Company
London Guarantee and Accident
Company of N.Y.
L'Union Atlantique S.A. d'Assurances
Mead Reinsurance Corporation
Middlesex Assurance Company
Midland Ins. Company
Midstates Reinsurance Corp.
Mission Ins. Company
Mission National Ins. Company
Munich Reinsurance America, Inc.
Mutual Fire, Marine, & Inland Ins.
Company
N.V. De Ark
N.V. Rotterdamse Assurantiekas
N.V. Schadeverzekeringsmaatschappij
Maas Lloyd
National Casualty Company
National Union Fire Ins. Company of
Pittsburgh, PA
Nationwide
New Hampshire Ins. Company
North River Ins. Company
Northbrook Excess and Surplus
Ins. Company
Northeastern Fire Ins. Company
of Pennsylvania
Pacific Employers Ins. Company
ProSight
Prudential Reinsurance Company
Puritan Insurance Company
Republic Indemnity Company of America
Republic Ins. Company
Republic Western Ins. Company
Repwest Insurance Company
Resolute Management Inc.
Rheinland Versicherungen
Rheinland Verzekeringen
Riverstone Insurers
Royal Belge I.R., S.A. d'Assurances
Royal Indemnity Company
Royal Ins. Company
Safety Mutual Casualty Corporation

Safety National Casualty Corporation
Seguros La Republica SA
Sentry Insurance A Mutual Company
Southern American Ins. Company
Starr Indemnity & Liability Company
TIG Insurance Company
Transamerica Premier Insurance Company
Transit Casualty Company
Travelers Casualty and Surety Company
UAP
Union Atlantique d'Assurances S.A.
Union Indemnity Ins. Company
of New York
Westchester Fire Insurance Company
Westport Insurance Corporation
XL Ins. Company

**Employees of the Bankruptcy
Administrator's Office for the Western
District of North Carolina**

Alexandria Kenny
Anne Whitley
David Shepherd
Katrina Adams
Sarah Scholz
Shelley K. Abel

**Bankruptcy Judges for the Western
District of North Carolina**

Judge George Hodges
Judge J. Craig Whitley
Judge Laura T. Beyer

Bankruptcy Rule 2002 Appearances¹

AIG Europe S.A. (as successor in interest to Union Atlantique d'Assurances S.A)
AIG Property Casualty Company (f/k/a Birmingham Fire Insurance Company of Pennsylvania)
AIU Insurance Company
Wanda Allen
Allstate Insurance Company, as successor in interest to Northbrook Excess & Surplus Insurance Company, formerly Northbrook Insurance Company
Atlanta International Insurance Company (as successor in interest to Drake Insurance Company)
Arnold & Itkin LLP
ASR Schadeverzekering N.V. (as successor in interest to Assurantiekoor Van Wijk & Co.)
Aylstock, Witkin, Kreis & Overholtz, PLLC
Barnes Law Group
Bausch Health Americas, Inc. f/k/a Valeant Pharmaceuticals International
Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International, Inc.
Bausch Health US, LLC f/k/a Valeant Pharmaceuticals North America LLC
Bestwall LLC
Blue Cross Blue Shield Association
Blue Cross Blue Shield of Massachusetts, Inc
Edna Brown
Barbara Busch
Beatriz Cabeza
Monica Cambron
Tarshwa Carter
Bridget Coates
Cohen, Placitella & Roth P.C.
Lillian Cohn-Sharon
The Continental Insurance Company
Elaine Cook
Cyprus Amax Minerals Company

Cyprus Mines Corporation
Gloria Davis
Dawn Dispensa
Patricia Dunbar
Fears Nachawati PLLC
Ann Frye-Moragne
Debra Fugiel
Victoria Gomes
Granite State Insurance Company
Andrea Harris
Charlette Hein
Tabitha Henry
Christine Hodge
Darlene Holland
Imerys Talc America, Inc.
Imerys Talc Canada Inc.
Imerys Talc Vermont, Inc.
The Insurance Company of the State of Pennsylvania
Johnson & Johnson
Johnson & Johnson Consumer Inc.
Voncile Jones
Amanda Joyce
Kazan, McClain, Satterley & Greenwood, PLLC
Shelly King
Mildred Kirk-Brown
Julie Lamore
Susan Leach
Mary Leinen
Levy Konigsberg LLP
Lexington Insurance Company
Jo Ellen Luster
Nancy Lyman
Massey & Gail LLP
Bernadette McGinnis
Pamela Morrill
National Union Fire Insurance Company of Pittsburgh, Pa.
New Hampshire Insurance Company
The North River Insurance Company
N.V. Schadeverzekeringsmaatschappij Maas Lloyd (individually and as successor in

¹ Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

interest to policies subscribed in favor of Johnson & Johnson by N.V.
Rotterdamse Assurantiekas, n/k/a De Ark)
Kathleen O'Halloran
Lisa O'Neal
OnderLaw, LLC
The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing, Sales Practices and Precuts Liability Multi-District Litigation
RheinLand Versicherungen (as successor in interest only to the subscriptions of the former Dutch company Rheinland Verzekeringen)
Rio Tinto America Inc.
Cora Robinson
Robinson Calcagnie, Inc.
Lisa Sabatine
Maraldine Schmidt
Valerie Schultz
Isabel Spano
Starr Indemnity & Liability Company (as successor in interest to Republic Insurance Company)
State of Texas, Attorney General of Texas
Three Crowns Insurance Company
Christine Torres
Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company)
May Virata
Waldrep Wall Babcock & Bailey PLLC
Westchester Fire Insurance Company
Sharon Wildman
Oshunna Williams

LTL Management LLC
Additional Potentially Interested Parties

Debtor's Retained Professionals

Wollmuth Maher & Deutsch, LLP

Employees of the Office of the United States Trustee – Region 3 – District of New Jersey

Adela Alfaro
Kirsten K. Ardelean
Francyne D. Arendas
Michael Artis
Lauren Bielskie
Peter J. D'Auria
Neidy Fuentes
David Gerardi
Rosemarie Giles
Tia Green
Mitchell B. Hausman
Martha Hildebrandt
Joseph C. Kern
Daniel C. Kropiewnicki
Maggie McGee
Alexandria Nikolinos
Tina L. Oppelt
Angeliza Ortiz-Ng
Robert J. Schneider, Jr.
Jeffrey Sponder
Fran B. Steele
James Stives
William J. Ziemer

Bankruptcy Judges for the District of New Jersey

Judge Andrew B. Altenburg, Jr.
Judge Christine M. Gravelle
Judge Jerrold N. Poslusny, Jr.
Judge John K. Sherwood
Judge Kathryn C. Ferguson

Judge Michael B. Kaplan
Judge Rosemary Gambardella
Judge Stacey L. Meisel
Judge Vincent F. Papalia

Professionals Retained by Official Committee of Talc Claimants

Bailey & Glasser LLP
Brown Rudnick LLP
Genova Burns LLC
Massey & Gail LLP
Otterbourg P.C.
Parkins Lee & Rubio LLP

Bankruptcy Rule 2002 Appearances¹

ACE Property and Casualty Insurance Company (f/k/a CIGNA Property & Casualty Insurance Company)
Albertsons Companies, Inc.
The Blue Cross Blue Shield Association
Brandi Carl
Central National Insurance Company of Omaha
Century Indemnity Company
Dean Omar Branham Shirley, LLP
Kristie Lynn Doyle
Employers Ins. Company of Wausau
Employers Ins. of Wausau
Employers Mutual Casualty Company
Federal Insurance Company
Roger Frankel
Great Northern Insurance Company
Imerys SA
Law Firm of Brian W. Hofmeister, LLC
The Miller Firm, LLC
Motley Rice LLC
Nationwide Indemnity

¹ Where a Bankruptcy Rule 2002 appearance was filed by counsel on behalf of clients, the clients have been listed herein to the extent identified and where certain clients have not been identified, the filing counsel is listed, to the extent not otherwise listed herein.

Pacific Employers Insurance Company
Pension Benefit Guaranty Corporation
Linda Rabasca
Republic Indemnity Company of America
Scottsdale Insurance
Sue Sommer-Kresse
Westchester Fire Insurance Company
Williams Hart Boundas Easterby, LLP

EXHIBIT "C-1"
Order Appointing the
Official Committee of Talc Claimants



FILED & JUDGMENT ENTERED
Steven T. Salata

November 8 2021

Clerk, U.S. Bankruptcy Court
Western District of North Carolina


J. Craig Whitley
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re:) Case No.: 21-30589
LTL MANAGEMENT LLC, ¹)
) Chapter 11
)
Debtor.)

**ORDER APPOINTING THE
OFFICIAL COMMITTEE OF TALC CLAIMANTS**

This matter came before the Court on November 4, 2021, upon the *Motion of the Bankruptcy Administrator to Appoint an Official Committee of Talc Claimants* (the “Committee Motion”) filed by the Bankruptcy Administrator on October 28, 2021 [ECF No. 227], seeking the appointment of an official committee of talc claimants. The following claimants sought an expansion of the proposed committee membership as set forth in the following papers filed on the docket:

(i) the *Limited Objection of Aleathea Goodin to the Motion of the*

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

Bankruptcy Administrator to Appoint an Official Committee of Talc Claimants and Request to be Appointed to the Official Committee of Unsecured Creditors, filed on October 29, 2021, by Aleathea Goodins, a claimant represented by D. Miller & Associates, PLLC [ECF No. 240] (the “Goodins Objection”);

- (ii) the *Motion of Linda Rabasca and Brandi Carl in Opposition to Proposed Order Appointing Official Committee of Talc Claimants* Entered 10/28/21, filed on November 1, 2021, by Linda Rabasca and Brandi Carl, claimants represented by Golumb Spirt Grunfeld, P.C. [ECF No. 256] (the “Rabasca/Carl Motion”);
- (iii) the *Response and Application of Joseph McGovern to the Motion of the Bankruptcy Administrator to Appoint Official Committee of Talc Claimants*, filed on November 1, 2021, by Joseph McGovern, a claimant represented by Cohen Placitella & Roth PC [ECF No. 258] (the “McGovern Response”);
- (iv) the *Response to Motion to Appoint Official Committee of Talc Claimants*, filed on November 2, 2021, by Sue Sommer-Kresse, a claimant represented by Motley Rice LLC [ECF No. 278] (the “Sommer-Kresse Response”);
- (v) the *Limited Objection of Julia Lathrop and Daniel Mercer to the Motion of the Bankruptcy Administrator to Appoint an Official Committee of Talc Claimants and Request to be Appointed to the Official Committee of*

Talc Claimants, filed on November 2, 2021, by Julia Lathrop and Daniel Mercer, claimants represented by Burns Charest LLP [ECF No. 279] (the “Lathrop/Mercer Objection”);

- (vi) the *Limited Objection of Kirk Smith to the Motion of the Bankruptcy Administrator to Appoint an Official Committee of Talc Claimants and Request to be Appointed to the Official Committee* filed on November 2, 2021, by Kirk Smith, a claimant represented by Maune Raichle Hartley French & Mudd, LLC [ECF No. 280] (the “Smith Objection”);
- (vii) the *Response and Application of Margaret Watson to the Motion of the Bankruptcy Administrator to Appoint Official Committee of Talc Claimants*, filed on November 3, 2021 [ECF No. 291] by Margaret Watson, a claimant represented by Cooney & Conway (the “Watson Response” and, together with the Goodins Objection, the Rabasca/Carl Motion, the McGovern Response, the Sommer-Kresse Response, the Lathrop/Mercer Objection, and the Smith Objection, the “Responses Seeking Additions”).

Additional responses were filed seeking a change in the TCC’s composition but without nominating specific claimants to be added to the talc claimants’ committee and/or requesting the Court defer consideration of the Committee Motion:

- (i) the *Limited Objection of the William Hart Plaintiffs to the Bankruptcy Administrator’s Motion to Appoint an Official Committee of Talc Claimants* [Doc. 227], filed on November 3, 2021 [ECF No. 307] by the

law firm Williams Hart Boundas Easterby, LLP (the “Williams Hart Objection”);

- (ii) the *Limited Objection and Reservation of Rights as to the Motion of the Bankruptcy Administrator to Appoint an Official Committee of Talc Claimants*, filed on November 3, 2021 [ECF No. 309] by Maune Raichle Hartley French & Mudd, LLC (the “Maune Raichle Objection”);
- (iii) the *Joinder of Arnold & Itkin LLP on Behalf of Certain Talc Personal Injury Claimants to Limited Objection of the William Hart Plaintiffs to the Bankruptcy Administrator’s Motion to Appoint an Official Committee of Talc Claimants, and Request of Arnold & Itkin LLP on Behalf of Certain Talc Personal Injury Claimants for Adjournment of the Bankruptcy Administrator’s Motion to Appoint an Official Committee of Talc Claimants Pending Resolution of the Venue OSC*, filed on November 3, 2021 [ECF No. 316] by Arnold & Itkin LLP (the “Arnold Itkin Joinder” and, together with the Williams Hart Objection and the Maune Raichle Objection, the “Composition/Timing Objections”).

Based on the Committee Motion, the Responses Seeking Additions, and the Composition/Timing Objections, the arguments of counsel at the hearing held on November 4, 2021, and in light of the pending motions to transfer venue of this case; the Court acting pursuant to its authority under 11 U.S.C. § 1102;

IT IS HEREBY ORDERED that:

A. The Bankruptcy Administrator's Committee Motion is GRANTED without prejudice to further consideration of the Responses Seeking Additions and the Composition/Timing Objections by this or any court with jurisdiction;

B. The following claimants shall constitute the Official Committee of Talc Claimants in this case:

Rebecca Love
c/o Ashcraft & Gerel, LLP
Attn: Michelle Parfitt
1825 K Street, NW, Suite 700
Washington, DC 20006

Kellie Brewer
c/o Fears Nachawati Law Firm
Attn: Majed Nachawati
5473 Blair Road
Dallas, TX 75231

Tonya Whetsel
c/o Karst von Oiste LLP
Attn: Eric Karst
23923 Gosling Rd., Ste. A
Spring, TX 77389

William A. Henry
c/o Levin Papantonio Rafferty
Attn: Christopher Tisi
316 S Baylen Street, Suite 600
Pensacola, FL 32502

Darlene Evans
c/o OnderLaw, LLC
Attn: James Onder
110 East Lockwood Avenue
St. Louis, MO 63119

Patricia Cook
c/o Weitz & Luxenberg, P.C.
Attn: Perry Weitz
700 Broadway
New York, NY 10083

Alishia Landrum
c/o Beasley Allen Law Firm
Attn: Leigh O'Dell
PO Box 4160
Montgomery, AL 36103

Blue Cross Blue Shield of Massachusetts
c/o Hill Hill Carter Franco Cole & Black, PC
Attn: Elizabeth Carter
425 Perry Street
Montgomery, AL 36104

Kristie Doyle
c/o Kazan, McClain, Satterley & Greenwood PLC
Attn: Steven Kazan
55 Harrison St., Ste. 400
Oakland, CA 94607

Randy Derouen
c/o Levy Konigsberg LLP
Attn: Audrey Raphael
605 Third Avenue, 33rd Fl
New York, NY 10158

April Fair
c/o Robinson Calcagnie, Inc.
Attn: Mark Robinson, Jr.
19 Corporate Plaza Drive
Newport Beach, CA 92660

EXHIBIT "C-2"

UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE
ANDREW R. VARA
UNITED STATES TRUSTEE, REGIONS 3 & 9
Martha R. Hildebrandt, Esq.
Jeffrey M. Sponder, Esq.
Mitchell B. Hausman, Esq.
One Newark Center, Suite 2100
Newark, NJ 07102
Telephone: (973) 645-3014
Fax: (973) 645-5993
Email: Jeffrey.M.Sponder@usdoj.gov
Email: Mitchell.B.Hausman@usdoj.gov

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In Re: : Chapter 11
LTL Management, LLC, : Case No. 21-30589 (MBK)
Debtor : The Honorable Michael B. Kaplan
:

NOTICE OF APPOINTMENT OF OFFICIAL COMMITTEE OF TALC CLAIMANTS I

Pursuant to Section 1102(a)(1) of the Bankruptcy Code, the United States Trustee hereby appoints effective December 23, 2021, the below listed creditors to the Official Committee of Talc Claimants I¹ in the above captioned case.

Kellie Bewer
Counsel:
Majed Nachawati, Esq.
Fears Nachawati Law Firm
5473 Blair Road
Dallas, TX 75231
Tel: (214) 461-6170
Email: MN@fnlawfirm.com

Blue Cross Blue Shield of
Massachusetts
Counsel:
Elizabeth Carter, Esq.
Hill Hill Carter Franco Cole &
Black, PC
425 Perry Street
Montgomery, AL 36104
Tel: (334) 386-4337
Email: ecarter@hillhillcarter.com

Brandi Carl
Counsel:
Richard Golomb, Esq.
Golomb Spirt Grunfeld
1835 Market Street
Suite 2900
Philadelphia, PA 19103
Tel: (215) 985-9177
Email: rgolomb@golomblegal.com

¹ Newly appointed members are reflected in bold.

Page 2

LTL Management, LLC

Appointment of Official Committee of Talc Claimants I

Shirleeta Ellison

Counsel:

Daniel Lapinski, Esq.

Motley Rice, LLC

210 Lake Drive East, Suite 101,

Cherry, NJ 08002

Tel: (856) 382-4670

Email:

dlapinski@motleyrice.com

Darlene Evans as estate

representative of Eron Evans

Counsel:

James Onder, Esq.

OnderLaw, LLC

110 East Lockwood Avenue

St. Louis, MO 63119

Tel: (314) 963-9000

Email: Onder@onderlaw.com

April Fair

Counsel:

Mark Robinson, Jr., Esq.

Robinson Calcagnie, Inc.

19 Corporate Plaza Drive

Newport Beach, CA 92660

Tel.: (949) 720-1288

Email: mrobinson@robinsonfirm.com

William Henry as estate
representative of Debra Henry

Counsel:

Christopher Tisi, Esq.

Levin Papantonio Rafferty

316 S Baylen Street, Suite 600

Pensacola, FL 32502

Tel: (850) 435-7000

Email: ctisis@levinlaw.com

Alisha Landrum

Counsel:

Leigh O'Dell, Esq.

Beasley Allen Law Firm

PO Box 4160

Montgomery, AL 36103

Tel.: (800) 898-2034

Email:

leigh.odell@beasleyallen.com

Rebecca Love

Counsel:

Michelle Parfitt, Esq.

Ashcraft & Gerel, LLP

1825 K Street, NW, Suite 700

Washington, DC 20006

Tel.: (202) 783-6400

Email: mparfitt@ashcraftlaw.com

ANDREW R. VARA
UNITED STATES TRUSTEE
Regions 3 & 9

By: /s/ Martha R. Hildebrandt

Martha R. Hildebrandt

Assistant United States Trustee

Jeffrey M. Sponder

Trial Attorney

Mitchell B. Hausman

Trial Attorney

Date: December 23, 2021

EXHIBIT "C-3"

UNITED STATES DEPARTMENT OF JUSTICE
OFFICE OF THE UNITED STATES TRUSTEE
ANDREW R. VARA

UNITED STATES TRUSTEE, REGIONS 3 & 9

Martha R. Hildebrandt, Esq.

Jeffrey M. Sponder, Esq.

Mitchell B. Hausman, Esq.

One Newark Center, Suite 2100

Newark, NJ 07102

Telephone: (973) 645-3014

Fax: (973) 645-5993

Email: Jeffrey.M.Sponder@usdoj.gov

Email: Mitchell.B.Hausman@usdoj.gov

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

In Re:	:	Chapter 11
LTL Management, LLC,	:	Case No. 21-30589 (MBK)
Debtor	:	The Honorable Michael B. Kaplan
	:	

NOTICE OF APPOINTMENT OF OFFICIAL COMMITTEE OF TALC CLAIMANTS II

Pursuant to Section 1102(a)(1) of the Bankruptcy Code, the United States Trustee hereby appoints effective December 23, 2021, the below listed creditors to the Official Committee of Talc Claimants II¹ in the above captioned case.

Patricia Cook
Counsel:
Perry Weitz, Esq.
Weitz & Luxenberg, P.C.
700 Broadway
New York, NY 10083
Tel: (212) 558-5500
Email: Pweitz@weitz.com

Randy Derouen
Counsel:
Audrey Raphael, Esq.
Levy Konigsberg LLP
605 Third Avenue, 33rd Fl
New York, NY 10158
Tel: (212) 605-6200
Email: ARaphael@LevyLaw.com

Kristie Doyle as estate
representative of Dan Doyle
Counsel:
Steven Kazan, Esq.
Kazan, McClain, Satterley &
Greenwood PLC
55 Harrison St., Ste. 400
Oakland, CA 94607
Tel: (510) 302-1000
Email: SKazan@kazanlaw.com

¹ Newly appointed members are reflected in bold.

Page 2

LTL Management, LLC

Appointment of Official Committee of Talc Claimants II

Evan Plotkin

Counsel:

Brad Smith, Esq.

Dean Omar Branham Shirley,
LLP

302 N. Market St. Suite 300,
Dallas, TX 75202

Tel: (214) 722-5990

Email: bsmith@dobslegal.com

Giovanni Sosa

Counsel:

John D. Cooney, Esq.

Cooney & Conway

120 North LaSalle, 30th Floor

Chicago, IL 60602

Tel: (312) 236-6166

Email:

jcooney@cooneyconway.com

Katherine Tollefson

Counsel:

Jackie Rochelle, Esq.

Maune Raichle Hartley French
& Mudd, LLC

1015 Locust Street

St. Louis, MO 63191

Tel: (314) 241-2003

Email:

cmckean@mrfmlaw.com

Tonya Whetsel as estate
representative of Brandon

Whetsel

Counsel:

Erik Karst, Esq.

Karst von Oiste LLP

23923 Gosling Rd., Ste. A

Spring, TX 77389

Tel: (281) 970-9988

ANDREW R. VARA
UNITED STATES TRUSTEE
Regions 3 & 9

By: /s/ Martha R. Hildebrandt

Martha R. Hildebrandt

Assistant United States Trustee

Jeffrey M. Sponder

Trial Attorney

Mitchell B. Hausman

Trial Attorney

Date: December 23, 2021

EXHIBIT "D"
OCP Motion [Dkt. No. 12]

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re
LTL MANAGEMENT LLC,¹
Debtor.

Chapter 11
Case No. 21-30589 (JCW)

**DEBTOR'S MOTION FOR AN ORDER AUTHORIZING
THE RETENTION AND COMPENSATION OF PROFESSIONALS
UTILIZED BY THE DEBTOR IN THE ORDINARY COURSE OF BUSINESS**

The above-captioned debtor (the “Debtor”) moves the Court for the entry of an order authorizing the retention and compensation of professionals utilized by the Debtor in the ordinary course of business. In support of this Motion, the Debtor respectfully represents as follows:

Background

1. On the date hereof (the “Petition Date”), the Debtor commenced this reorganization case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is authorized to continue to manage its property and operate its business as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.²

2. The Debtor is a North Carolina limited liability company. It is the direct parent of Royalty A&M LLC, a North Carolina limited liability company, which manages a portfolio of royalty revenue streams, including some based on third-party sales of certain products, and will seek opportunities to acquire or finance additional royalty revenue streams.

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

² This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

As of the Petition Date, the Debtor was a defendant in thousands of lawsuits asserting personal injuries allegedly caused by exposure to talc-containing products.

3. A comprehensive description of the Debtor, its history, its assets and liabilities and the events leading to the commencement of this chapter 11 case can be found in the declaration of John K. Kim (the “First Day Declaration”), which was filed contemporaneously herewith and is incorporated herein by reference. In addition to the First Day Declaration, the Debtor has filed an Informational Brief to provide additional information about its talc litigation, related costs and plans to address these matters in this chapter 11 case (the “Chapter 11 Case”).

Relief Requested

4. Pursuant to sections 105(a), 327 and 330 of the Bankruptcy Code and Rules 2014 and 6004(h) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Debtor hereby seeks the entry of an order, substantially in the form attached hereto as Exhibit C: (a) authorizing it to retain, employ and pay certain professionals (each, an “Ordinary Course Professional”) in the ordinary course of the Debtor’s business on the terms and conditions set forth herein, without the submission of separate retention applications and the issuance of separate retention orders for each Ordinary Course Professional, and (b) approving such retention and employment as of the Petition Date or the date the Ordinary Course Professional commences work (each, the “Retention Date”).

Argument

Cause Exists for Authorization to Retain, Employ and Pay Ordinary Course Professionals

5. The Debtor will call upon certain Ordinary Course Professionals to provide professional services to assist the Debtor’s members and management in the

performance of their duties and responsibilities in the ordinary course of the Debtor's business.

These Ordinary Course Professionals provide valuable assistance in addressing issues of importance to the Debtor and its business in connection with the management of the Debtor's talc litigation. Exhibit A attached hereto and incorporated herein by reference is a nonexclusive list of the Ordinary Course Professionals identified by the Debtor as of the date hereof (the "OCP List").³

6. The Debtor desires to employ the Ordinary Course Professionals, as and when requested by the Debtor, to render professional services to its estate in the same manner and for the same general purposes as such services were provided to Johnson & Johnson Consumer Inc. prior to the Petition Date. To avoid potential disruptions, it is important that the Debtor has the ability to employ the Ordinary Course Professionals (e.g., to permit defense counsel to provide services related to the cases they had been defending), many of whom are familiar with the Debtor's history, business and affairs, including the thousands of pending litigation matters.

7. Although the Ordinary Course Professionals identified to date are counsel in talc litigation expected to remain stayed under section 362 of the Bankruptcy Code, the Debtor believes that services from these professionals may be needed from time to time. For example, the Debtor may require services in talc litigation relating to filing stay notices, addressing

³ The Debtor has prepared the OCP List based on a review of the professionals employed regularly in the past with respect to the talc litigation. The attached list is comprised solely of law firms. The Debtor has not determined which of the parties identified on the OCP List in fact will provide services to the Debtor on a postpetition basis. As such, the OCP List is not intended to constitute a representation that each party listed thereon will be retained, employed and paid by the Debtor during the course of this Chapter 11 Case. Likewise, the Debtor believes that there may be additional professionals that will provide services as Ordinary Course Professionals in this Chapter 11 Case, but that were not identified by the Debtor's preliminary review and thus are not included on the attached OCP List.

potential stay violations, monitoring dockets and providing information about these cases that is not available from any other source.

8. It would be costly, time-consuming and administratively cumbersome for the Debtor and this Court to require each Ordinary Course Professional to apply separately for approval of its employment and compensation through the filing of multiple pleadings in this case. Requiring separate applications also is simply unnecessary under applicable law and would be burdensome to the estate, particularly for professionals providing minimal or sporadic services. Moreover, without assurance that the Debtor is authorized to use and pay these parties, many Ordinary Course Professionals may be reluctant to assist the Debtor when needed.

9. Accordingly, the Debtor requests the authority to retain, employ and pay the Ordinary Course Professionals on the terms set forth herein without further order of the Court. The relief requested will save the Debtor's estate the substantial expense associated with applying separately for the retention of each professional, as well as the incurrence of additional fees related to the preparation and prosecution of interim fee applications. The procedures outlined below also will relieve the Court and other parties—including the United States Bankruptcy Administrator for the Western District of North Carolina (the “Bankruptcy Administrator”), any official committee of talc claimants appointed in the Chapter 11 Case (the “Committee”) and any legal representative for future talc claimants appointed in the Chapter 11 Case (the “Future Claimants’ Representative”)—of the burden of reviewing numerous applications involving relatively small amounts of fees and expenses.

The Ordinary Course Professionals Are Not Professionals Under Section 327(a) of the Bankruptcy Code

10. Where a person is not considered a “professional” under section 327(a) of the Bankruptcy Code,⁴ a debtor may hire that person in the ordinary course of business pursuant to section 1108 of the Bankruptcy Code⁵ without prior court approval. In re Sieling Assocs. Ltd. P’ship, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991). To determine whether an entity to be employed in a bankruptcy case is a “professional” within the meaning of section 327(a) of the Bankruptcy Code, many courts have applied either a “quantitative” or a “qualitative” test. See In re Seven Counties Servs., Inc., 496 B.R. 852, 855 (Bankr. W.D. Ky. 2013) (citing In re First Merchants Acceptance Corp., No. 97-1500, 1997 WL 873551, at *2 (D. Del. Dec. 15, 1997)).

11. Under the quantitative test, courts have required that an entity providing professional services must play a “central role” in the administration of the estate before it is considered a professional under section 327 of the Bankruptcy Code. First Merchants, 1997 WL 873551, at *2; accord In re Action Video, Inc., No. 02-52402, 2003 WL 21350081, at *4 (Bankr. M.D.N.C. June 9, 2003) (finding that a hired party was a professional under section 327(a) because, among other things, his services “directly related to the administration and operation of the [d]ebtor”); Sieling Assocs., 128 B.R. at 723 (defining “professional person” under section 327 of the Bankruptcy Code as a person whose role is “central to

⁴ Section 327(a) of the Bankruptcy Code provides that, with certain exceptions, “the trustee, with the court’s approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee’s duties under [the Bankruptcy Code].” 11 U.S.C. § 327(a).

⁵ Section 1108 of the Bankruptcy Code provides, in relevant part, that, “[u]nless the court … orders otherwise, the trustee may operate the debtor’s business.” 11 U.S.C. § 1108.

the administration of the estate,” rather than someone who serves mechanical functions necessary for a debtor’s operations).⁶

12. By contrast, under the qualitative test, an entity is considered a professional if it is permitted to exercise discretion and autonomy in addressing the administration of the estate. First Merchants, 1997 WL 873551, at *2.⁷ Thus, “[w]hile the quantitative test focuses on the significance of the individual’s role to the debtor proceeding and the qualitative test focuses on the amount of discretion the individual has in accomplishing that role, the bottom line of both tests involves an examination of the types of duties to be undertaken by the individual.” Id.; accord Sieling Assocs., 128 B.R. at 723 (determining whether a professional is central to the administration of the estate by examining its responsibilities).

13. Seeking to synthesize the two approaches, the First Merchants court developed a nonexclusive list of factors to be considered when determining whether an entity to be employed by a debtor is a professional within the meaning of section 327(a) of the Bankruptcy Code. These factors include:

⁶ See also U.S. Tr. v. Bloom (In re Palm Coast, Matanza Shores L.P.), 101 F.3d 253, 257 (2d Cir. 1996) (stating that “professional persons” are “limited to persons in those occupations which play a central role in the administration of the debtor proceeding”); That’s Entm’t Mktg. Grp., 168 B.R. 226, 230 (N.D. Cal. 1994) (defining “professional person” under section 327 of the Bankruptcy Code as a person whose role is “central to the administration of the estate” (internal citation omitted)); In re Fortune Nat. Res. Corp., 366 B.R. 558, 563 (Bankr. E.D. La. 2007) (same); Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.), 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1989) (finding that “the phrase ‘professional persons’ … is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor’s estate”).

⁷ See also In re Smith, 524 B.R. 689, 694 (Bankr. S.D. Tex. 2015) (discussing both qualitative and quantitative factors, but stating that “[g]enerally, to qualify as a ‘professional person’ under § 327(a), a person must be a professional in the ordinary sense of the word – that is, a person must perform high-level, specialized services requiring ‘discretion or autonomy’” (internal citation omitted)); In re Neidig Corp., 117 B.R. 625, 629 (Bankr. D. Colo. 1990) (most common factor in determining whether person is a professional is the amount of autonomy or discretion person is given by the debtor or trustee in performing its services); In re Fretheim, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (applying a qualitative test and stating that “it must be determined whether an employee is to be given discretion or autonomy in some part of the administration of the debtor’s estate”).

- (a) whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor's reorganization;
- (b) whether the entity is involved in negotiating the terms of a plan of reorganization;
- (c) whether the entity's employment is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- (d) whether the entity is given discretion or autonomy to exercise its own professional judgment in some part of the administration of the debtor's estate;
- (e) the extent of the entity's involvement in the administration of the debtor's estate; and
- (f) whether the entity's services involve some degree of special knowledge or skill, such that the entity can be considered a professional within the ordinary meaning of the term.

First Merchants, 1997 WL 873551, at *3.

14. Similarly, in Sieling Associates, the bankruptcy court identified certain tasks as central to the administration of the estate, including "assisting in the negotiation of the debtor's plan, assisting in the adjustment of the debtor/creditor relationship, disposing of assets of the estate and acquiring assets on behalf of the estate." Sieling Assocs., 128 B.R. at 723. These factors must be considered in their totality; no single factor is dispositive. First Merchants, 1997 WL 873551, at *3. Nevertheless, professionals assisting in the routine operation of a debtor's business and affairs, rather than the administration of its bankruptcy estate, are not professionals that must be retained under section 327 of the Bankruptcy Code. Id. at *4.

15. Considering all of the First Merchants and Sieling Associates factors, the Debtor believes that the Ordinary Course Professionals are not "professionals" within

the meaning of section 327(a) of the Bankruptcy Code.⁸ In particular, the Ordinary Course Professionals generally will not be involved in the administration of the Chapter 11 Case and will not be involved in counseling and advising the Debtor in respect thereof. Instead, the Ordinary Course Professionals will provide services in connection with the ongoing management of the Debtor's day-to-day affairs, including ordinary course advice and assistance relating to talc litigation. To the extent that services provided by the Ordinary Course Professionals involve some element of administration of the Debtor's estate, that involvement will be minimal or tangential.

16. As a result, the Debtor does not believe that the retention and compensation of the Ordinary Course Professionals must be approved by the Court. Out of an abundance of caution, however, the Debtor seeks the relief requested in this Motion to avoid any subsequent controversy regarding the Debtor's employment and payment of the Ordinary Course Professionals during the pendency of the Chapter 11 Case.

Proposed Procedures

Ordinary Course Professional Fee Limit

17. The Debtor does not believe that any Ordinary Course Professional generally will have monthly fees of more than \$100,000 or total fees of more than \$750,000 during the pendency of the Chapter 11 Case (such amounts, collectively, and subject to increase

⁸ Trial experts are not included as Ordinary Course Professionals for the purposes of this Motion because courts have recognized that retention of trial experts as professionals is not required and would subject a debtor's litigation strategy to unwarranted disclosure and scrutiny. See, e.g., Surrey Inv. Servs., Inc. v. Smith, 418 B.R. 140, 154 (M.D.N.C. 2009) (holding that an expert witness that was hired for litigation purposes, including to provide trial testimony, was not a "professional" under section 327); In re Cyrus II P'ship, No. 05-39857, 2008 WL 3003824, at *6 (Bankr. S.D. Tex. July 31, 2008) (holding that expert witnesses testifying to matters that are "non-central" to the administration of the estate are not "professionals" that must be retained under section 327 of the Bankruptcy Code); In re Napoleon, 233 B.R. 910, 913-14 (Bankr. D.N.J. 1999) (holding that an expert witness is not a "professional person" within the meaning of section 327 of the Bankruptcy Code where the witness does not "play an integral role in the administration of the bankruptcy case").

by agreement of the Notice Parties, as defined below, or order of the Court, the “OCP Fee Limits”).⁹ As described below, however, if the monthly fees of any Ordinary Course Professional exceed the monthly OCP Fee Limit, or if the total postpetition fees of any Ordinary Course Professional exceed the OCP Fee Limit for the pendency of the Chapter 11 Case, such fees will be subject to a further review and approval process, as set forth below.¹⁰ Moreover, as also described below, any Ordinary Course Professional that becomes materially involved in the administration of the Chapter 11 Case such that it is a “professional” under section 327 of the Bankruptcy Code—even if its fees are below the OCP Fee Limits—will be retained by separate application to and order of the Court.

OCP Payment Procedures

18. The Debtor proposes that it be permitted to pay each Ordinary Course Professional, without prior application to the Court, subject to the following procedures (the “OCP Payment Procedures”):

- (a) Each Ordinary Course Professional shall provide the Debtor with a declaration (an “OCP Declaration”) substantially in the form attached hereto as Exhibit B, at the following addresses:
 - (i) LTL Management LLC, 501 George Street, New Brunswick, New Jersey 08933 (Attn: John K. Kim, Esq., JKKim8@its.jnj.com);
 - (ii) Jones Day, 2727 North Harwood Street, Suite 500, Dallas, Texas 75201 (Attn: Dan B. Prieto, Esq., dbprieto@jonesday.com, and Amanda Rush, Esq., asrush@jonesday.com); (iii) Jones Day, 77 West Wacker, Suite 3500, Chicago, Illinois 60601 (Attn: Daniel Villalba, Esq., dvillalba@jonesday.com); and (iv) Rayburn Cooper & Durham, P.A., 227 West Trade Street, Suite 1200, Charlotte, North Carolina 28202 (Attn: John R. Miller, Jr., Esq., jmiller@rcdlaw.net).

⁹ The Debtor reserves the right to seek modifications to the OCP Fee Limits in the future as it deems necessary or appropriate.

¹⁰ The OCP Fee Limits are intended only to limit the amount of fees paid to Ordinary Course Professionals without further Court review and not to limit the reimbursement of expenses incurred by Ordinary Course Professionals, to which such professionals may be entitled pursuant to the terms of their engagement.

- (b) Each OCP Declaration shall certify that the relevant Ordinary Course Professional does not represent or hold an interest adverse to the Debtor or its estate with respect to the matter on which the professional is to be employed. Each such Ordinary Course Professional shall periodically update its OCP Declaration to the extent necessary to reflect new facts or circumstances relevant to its retention.
- (c) Counsel to the Debtor shall promptly file any OCP Declaration that they receive with the Court and shall serve such declaration on:
 - (i) counsel to any Committee appointed in this Chapter 11 Case;
 - (ii) counsel to any Future Claimants' Representative appointed in this Chapter 11 Case; and
 - (iii) the Bankruptcy Administrator, 402 West Trade Street, Suite 200, Charlotte, North Carolina 28202 (Attn: Shelley K. Abel, Esq.) (each, a "Notice Party" and, collectively with the Debtor and its counsel, the "Notice Parties").
- (d) The Notice Parties shall have 14 days after the filing and service of an OCP Declaration to object to the retention, employment or payment of the Ordinary Course Professional filing such declaration on the terms, and pursuant to the procedures, described herein (the "Objection Deadline"). Any objecting party shall serve its objection upon the Notice Parties and the relevant Ordinary Course Professional on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention, employment or payment of the Ordinary Course Professional that is the subject of the objection shall be scheduled for hearing by the Debtor at the next regularly scheduled omnibus hearing date that is no less than 20 days from that date or on a date otherwise agreed to by the parties. The Debtor shall not be authorized to retain, employ or pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
- (e) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an Ordinary Course Professional, the Debtor shall be authorized to retain, employ and pay that Ordinary Course Professional in accordance with the OCP Payment Procedures effective as of the Retention Date.
- (f) The Debtor may pay 100% of the fees and disbursements incurred by an Ordinary Course Professional upon the submission to, and approval by, the Debtor of an appropriate monthly invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred during the month; provided, however, that (i) all payments of fees to Ordinary Course

Professionals shall be subject to the OCP Fee Limits, (ii) an Ordinary Course Professional can be an expert witness only if it separately discloses in its applicable monthly invoices the separate compensation received in its capacity as an expert witness and (iii) an Ordinary Course Professional shall not hire or compensate any expert witness.

- (g) To the extent that the fees sought by any Ordinary Course Professional for a month exceed the monthly OCP Fee Limit, then such Ordinary Course Professional shall, on or before the 20th day of the month following the month for which such fees are sought, serve a "Monthly Statement" on the Notice Parties for the full amount of fees sought in such month.
- (h) If any Notice Party has an objection to the fees sought in a particular Monthly Statement, such party shall, no later than the 15th day following the service of such Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the relevant Ordinary Course Professional and the other Notice Parties a written objection setting forth the nature of the objection.
- (i) If the Debtor does not receive an objection to a given Monthly Statement on or prior to the Monthly Statement Objection Deadline, the Debtor shall promptly pay all fees identified therein.
- (j) If the Debtor receives a timely objection to a Monthly Statement, the Debtor shall withhold payment of that portion of the Monthly Statement to which the objection is directed (the "Withheld Fees") and promptly pay the remainder of the fees sought unless the Court, upon notice and a hearing, directs payment of some or all of the Withheld Fees to be made.
- (k) If (i) the parties to an objection are able to resolve their dispute and (ii) the relevant Ordinary Course Professional serves upon the Notice Parties a statement describing such resolution, then the Debtor shall promptly pay the Withheld Fees (or such lesser agreed amount) to such Ordinary Course Professional. In the absence of a resolution, the Debtor or the Ordinary Course Professional may file a motion seeking Court approval of the disputed amounts sought in a Monthly Statement and the issues raised in any objection, which may be scheduled to be heard at the next omnibus hearing date at least 14 days after the filing of such motion.
- (l) If an Ordinary Course Professional seeks payment of fees in excess of the aggregate OCP Fee Limit, such Ordinary Course Professional shall, unless the Bankruptcy Administrator agrees

otherwise or the Court orders otherwise, file a fee application with the Court for any such excess amount in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina, the *Guidelines for Compensation and Expense Reimbursement of Professionals* promulgated by the Court and any and all applicable orders of the Court.

- (m) At three-month intervals during the pendency of the Chapter 11 Case (each such interval, a “Quarter”), beginning with the partial Quarter ending on December 31, 2021, the Debtor shall file with the Court and serve on the Notice Parties, no later than 40 days after the end of such Quarter, a statement including the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional, (ii) the aggregate amounts of fees and expenses incurred by such Ordinary Course Professional during the reported Quarter and (iii) all postpetition payments made to the Ordinary Course Professional through the end of the reported Quarter.
- (n) The Debtor reserves the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Case by having each such Ordinary Course Professional comply with these procedures.

19. Relief similar to that requested herein routinely has been granted by courts in this District. See, e.g., In re Aldrich Pump LLC, No. 20-30608 (JCW) (Bankr. W.D.N.C. July 15, 2020) (approving the retention of professionals in the ordinary course and imposing a \$50,000 monthly cap on fees and \$500,000 cap on fees over the course of the case); In re DBMP LLC, No. 20-30080 (JCW) (Bankr. W.D.N.C. Mar. 17, 2020) (same); In re Bestwall LLC, No. 17-31795 (LTB) (Bankr. W.D.N.C. Dec. 7, 2017) (same); In re Gymboree Corp., No. 17-32986 (KLP) (Bankr. E.D. Va. July 11, 2017) (authorizing \$75,000 per month per ordinary course professional on average over a rolling three-month period); In re Alpha Nat. Res., Inc., No. 15-33896 (KRH) (Bankr. E.D. Va. Sept. 3, 2015) (authorizing \$75,000 per month per ordinary course professional or \$775,000 in aggregate per ordinary course professional over the course of the chapter 11 cases); In re Garlock Sealing Techs., LLC, No. 10-31607 (GRH)

(Bankr. W.D.N.C. July 16, 2010) (approving the retention of professionals in the ordinary course and imposing a \$50,000 monthly cap on fees and \$500,000 cap on fees over the course of the case).

Waiver of Bankruptcy Rule 6004(h)

20. The Debtor seeks a waiver of any stay of the effectiveness of an order approving this Motion under Bankruptcy Rule 6004(h), to the extent it applies. Bankruptcy Rule 6004(h) provides that “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Any delay in granting the relief requested herein likely would be disruptive to the Debtor and any pending talc-related litigation involving it, thereby causing harm to the Debtor’s estate. Accordingly, the Debtor submits that ample cause exists to justify a waiver of the 14-day stay imposed by Bankruptcy Rule 6004(h), to the extent that it applies.

Notice

21. Notice of this Motion has been provided to: (a) the Bankruptcy Administrator; (b) the top law firms representing talc claimants against the Debtor, as identified in the Debtor’s chapter 11 petition; (c) counsel to the Debtor’s non debtor affiliates, Johnson & Johnson Consumer Inc. and Johnson & Johnson; and (d) the Ordinary Course Professionals listed on Exhibit A attached hereto. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

22. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with this Chapter 11 Case.

WHEREFORE, the Debtor respectfully requests that the Court: (i) enter an order, substantially in the form attached hereto as Exhibit C, granting the relief requested herein; and (ii) grant such other and further relief to the Debtor as the Court may deem just and proper.

Dated: October 14, 2021
Charlotte, North Carolina

Respectfully submitted,

/s/ John R. Miller, Jr.
C. Richard Rayburn, Jr. (NC 6357)
John R. Miller, Jr. (NC 28689)
RAYBURN COOPER & DURHAM, P.A.
227 West Trade Street, Suite 1200
Charlotte, North Carolina 28202
Telephone: (704) 334-0891
Facsimile: (704) 377-1897
E-mail: rrayburn@rcdlaw.net
jmiller@rcdlaw.net

Gregory M. Gordon (TX Bar No. 08435300)
Dan B. Prieto (TX Bar No. 24048744)
Amanda Rush (TX Bar No. 24079422)
JONES DAY
2727 N. Harwood Street
Dallas, Texas 75201
Telephone: (214) 220-3939
Facsimile: (214) 969-5100
E-mail: gmgordon@jonesday.com
dbprieto@jonesday.com
asrush@jonesday.com
(Admissions *pro hac vice* pending)

Brad B. Erens (IL Bar No. 06206864)
JONES DAY
77 West Wacker
Chicago, Illinois 60601
Telephone: (312) 782-3939
Facsimile: (312) 782-8585
E-mail: bberens@jonesday.com
(Admission *pro hac vice* pending)

PROPOSED ATTORNEYS FOR DEBTOR

EXHIBIT A

Nonexclusive List of Ordinary Course Professionals

Adler Pollock & Sheehan PC	Kelley Jasons McGowan Spinelli Hanna & Reber, LLP
Bailey Glasser LLP	Kirkland & Ellis LLP
Barnes & Thornburg, LLP	Kitch Drutchas Wagner Valitutti & Sherbrook
Barrasso Usdin Kupperman Freeman & Sarver, L.L.C.	Lewis Brisbois Bisgaard & Smith, LLP
Blake, Cassels & Graydon LLP	Manion Gaynor & Manning LLP
Blank Rome LLP	Miles & Stockbridge
Brown Greer PLC	Milligan & Herns
Butler Snow LLP	Morgan Lewis
Carlton Fields, P.A.	Nelson Mullins Riley & Scarborough, LLP
Chehardy, Sherman, Williams, Recile, & Hayes	Nutter McCennen & Fish LLP
Covington & Burling LLP	Orrick, Herrington, & Sutcliffe, LLP
Damon Key Leong Kupchak Hastert	Patterson Belknap Webb & Tyler LLP
Davis Hatley Haffeman & Tighe	Proskauer Rose LLP

Dechert LLP	Quattlebaum, Grooms & Tull PLLC
Elliott Law Offices, PA	Schnader Harrison Segal & Lewis
Faegre Drinker Biddle & Reath LLP	Schwabe Williamson & Wyatt
Foliart, Huff, Ottaway & Bottom	Sidley Austin LLP
Gibson, Dunn & Crutcher LLP	Skadden, Arps, Slate, Meager & Flom LLP
Goldman Ismail Tomaselli Brennan & Baum	Stoel Rives LLP
Hartline Barger	Sullivan Whitehead & Deluca LLP
HeplerBroom LLC	Swartz Campbell LLC
Irwin Fritchie Urquhart & Moore LLC	The Weinhardt Law Firm
Johnson & Bell Ltd.	Tucker Ellis LLP
Jones, Skelton & Hochuli, P.L.C.	Willcox & Savage, P.C.
Kaplan, Johnson, Abate & Bird LLP	

EXHIBIT B

OCP Declaration

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re

LTL MANAGEMENT LLC,¹

Debtor.

Chapter 11

Case No. 21-30589 (JCW)

DECLARATION OF ORDINARY COURSE PROFESSIONAL

[Firm Name]

The undersigned hereby declares, under penalty of perjury, as follows:

1. I am a member, partner or similar representative of the following firm (the “Firm”), which maintains offices at the address and phone number listed below:

Firm:

Address and Telephone Number:

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the Western District of North Carolina authorizing LTL Management LLC (the “Debtor”) to retain certain professionals in the ordinary course of business during the pendency of the Debtor’s chapter 11 case [Dkt. __] (the “Order”). Following the date that the Debtor’s chapter 11 case was commenced (the “Petition Date”), the Debtor has requested that the Firm provide professional services (or continue to provide such services) to

¹ The last four digits of the Debtor’s taxpayer identification number are 6622. The Debtor’s address is 501 George Street, New Brunswick, New Jersey 08933.

the Debtor, and the Firm has agreed to provide such services. Accordingly, the Firm is submitting this Declaration pursuant to the Order.

3. The Firm, through me, and other members, partners, associates or employees of the Firm, has provided, or plans to provide, the following services to the Debtor from and after the Petition Date: _____.

4. To the best of my knowledge, information and belief, formed after due inquiry, the Firm does not represent or hold an interest adverse to the Debtor or its estate with respect to the matter(s) on which the Firm is to be retained and employed.

5. The Firm believes that it is [not owned any amount] / [owed approximately \$ _____] on account of services rendered and expenses incurred prior to the Petition Date in connection with the Firm's employment by the Debtor.

6. The Firm further states that it has not shared, has not agreed to share nor will agree to share, any compensation received in connection with this chapter 11 case with any party or person, although such compensation may be shared with any member or partner of, or any person employed by, the Firm.

7. If, at any time during its employment by the Debtor, the Firm discovers any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Dated: _____ By: _____
[Name]

EXHIBIT C

Proposed Order

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION

In re
LTL MANAGEMENT LLC,¹
Debtor.

Chapter 11
Case No. 21-30589 (JCW)

**ORDER AUTHORIZING THE RETENTION
AND COMPENSATION OF PROFESSIONALS UTILIZED
BY THE DEBTOR IN THE ORDINARY COURSE OF BUSINESS**

This matter coming before the Court on the *Debtor's Motion for an Order Authorizing the Retention and Compensation of Professionals Utilized by the Debtor in the Ordinary Course of Business* (the "Motion"),² filed by the debtor in the above-captioned case (the "Debtor"); the Court having reviewed the Motion and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (d) notice of the Motion and the Hearing was

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

² Capitalized terms not otherwise defined herein have the meanings given to them in the Motion.

sufficient under the circumstances, (e) the Ordinary Course Professionals are not “professionals” within the meaning of section 327(a) of the Bankruptcy Code, (f) the OCP Payment Procedures provide all parties with sufficient notice and opportunity to object to all OCP Declarations and Monthly Statements (as such terms are defined herein) and (g) there is good cause to waive the 14-day stay imposed by Bankruptcy Rule 6004(h) to the extent it is applicable; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtor is authorized to retain, employ and pay the Ordinary Course Professionals in the ordinary course of business, effective as of the applicable Retention Date, on the terms set forth herein.
3. The Debtor is hereby permitted to pay each Ordinary Course Professional, including those identified on the OCP List attached to the Motion as Exhibit A, without prior application to the Court, subject to the following OCP Payment Procedures:

- (a) Each Ordinary Course Professional shall provide the Debtor with a declaration (an “OCP Declaration”) substantially in the form attached to the Motion as Exhibit B, at the following addresses: (i) LTL Management LLC, 501 George Street, New Brunswick, New Jersey 08933 (Attn: John K. Kim, Esq., JKKim8@its.jnj.com); (ii) Jones Day, 2727 North Harwood Street, Suite 500, Dallas, Texas 75201 (Attn: Dan B. Prieto, Esq., dbprieto@jonesday.com, and Amanda Rush, Esq., asrush@jonesday.com); (iii) Jones Day, 77 West Wacker, Suite 3500, Chicago, Illinois 60601 (Attn: Daniel Villalba, Esq., dvillalba@jonesday.com); and (iv) Rayburn Cooper & Durham, P.A., 227 West Trade Street, Suite 1200, Charlotte, North Carolina 28202 (Attn: John R. Miller, Jr., Esq., jmiller@rcdlaw.net).
- (b) Each OCP Declaration shall certify that the relevant Ordinary Course Professional does not represent or hold an interest adverse to the Debtor or its estate with respect to the matter on which

the professional is to be employed. Each such Ordinary Course Professional shall periodically update its OCP Declaration to the extent necessary to reflect new facts or circumstances relevant to its retention.

- (c) Counsel to the Debtor shall promptly file any OCP Declaration that they receive with the Court and shall serve such declaration on: (i) counsel to any Committee appointed in this case; (ii) counsel to any Future Claimants' Representative appointed in this case; and (iii) the Bankruptcy Administrator, 402 West Trade Street, Suite 200, Charlotte, North Carolina 28202 (Attn: Shelley K. Abel, Esq.) (each, a "Notice Party" and, collectively with the Debtor and its counsel, the "Notice Parties").
- (d) The Notice Parties shall have 14 days after the filing and service of an OCP Declaration to object to the retention, employment or payment of the Ordinary Course Professional filing such declaration on the terms, and pursuant to the procedures, described herein (the "Objection Deadline"). Any objecting party shall serve its objection upon the Notice Parties and the relevant Ordinary Course Professional on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention, employment or payment of the Ordinary Course Professional that is the subject of the objection shall be scheduled for hearing by the Debtor at the next regularly scheduled omnibus hearing date that is no less than 20 days from that date or on a date otherwise agreed to by the parties. The Debtor shall not be authorized to retain, employ or pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
- (e) If no objection is received from any of the Notice Parties by the Objection Deadline with respect to an Ordinary Course Professional, the Debtor shall be authorized to retain, employ and pay that Ordinary Course Professional in accordance with the OCP Payment Procedures effective as of the Retention Date.
- (f) The Debtor may pay 100% of the fees and disbursements incurred by an Ordinary Course Professional upon the submission to, and approval by, the Debtor of an appropriate monthly invoice setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred during the month; provided, however, that (i) all payments of fees to Ordinary Course Professionals shall be subject to the OCP Fee Limits, (ii) an Ordinary Course Professional can be an expert witness only if it separately discloses in its applicable monthly invoices the separate

compensation received in its capacity as an expert witness and
(iii) an Ordinary Course Professional shall not hire or compensate
any expert witness.

- (g) To the extent that the fees sought by any Ordinary Course Professional for a month exceed the monthly OCP Fee Limit, then such Ordinary Course Professional shall, on or before the 20th day of the month following the month for which such fees are sought, serve a "Monthly Statement" on the Notice Parties for the full amount of fees sought in such month.
- (h) If any Notice Party has an objection to the fees sought in a particular Monthly Statement, such party shall, no later than the 15th day following the service of such Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the relevant Ordinary Course Professional and the other Notice Parties a written objection setting forth the nature of the objection.
- (i) If the Debtor does not receive an objection to a given Monthly Statement on or prior to the Monthly Statement Objection Deadline, the Debtor shall promptly pay all fees identified therein.
- (j) If the Debtor receives a timely objection to a Monthly Statement, the Debtor shall withhold payment of that portion of the Monthly Statement to which the objection is directed (the "Withheld Fees") and promptly pay the remainder of the fees sought unless the Court, upon notice and a hearing, directs payment of some or all of the Withheld Fees to be made.
- (k) If (i) the parties to an objection are able to resolve their dispute and (ii) the relevant Ordinary Course Professional serves upon the Notice Parties a statement describing such resolution, then the Debtor shall promptly pay the Withheld Fees (or such lesser agreed amount) to such Ordinary Course Professional. In the absence of a resolution, the Debtor or the Ordinary Course Professional may file a motion seeking Court approval of the disputed amounts sought in a Monthly Statement and the issues raised in any objection, which may be scheduled to be heard at the next omnibus hearing date at least 14 days after the filing of such motion.
- (l) If an Ordinary Course Professional seeks payment of fees in excess of the aggregate OCP Fee Limit, such Ordinary Course Professional shall, unless the Bankruptcy Administrator agrees otherwise or the Court orders otherwise, file a fee application with the Court for any such excess amount in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy

Rules, the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina, the *Guidelines for Compensation and Expense Reimbursement of Professionals* promulgated by the Court and any and all applicable orders of the Court.

- (m) At three-month intervals during the pendency of the Chapter 11 Case (each such interval, a “Quarter”), beginning with the partial Quarter ending on December 31, 2021, the Debtor shall file with the Court and serve on the Notice Parties, no later than 40 days after the end of such Quarter, a statement including the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional, (ii) the aggregate amounts of fees and expenses incurred by such Ordinary Course Professional during the reported Quarter and (iii) all postpetition payments made to the Ordinary Course Professional through the end of the reported Quarter.
- (n) The Debtor reserves the right to retain additional Ordinary Course Professionals from time to time during the Chapter 11 Case by having each such Ordinary Course Professional comply with these procedures.

4. The monthly OCP Limit is \$100,000 and the aggregate OCP Limit is \$750,000 during the pendency of the Chapter 11 Case, each subject to increase by agreement of the Notice Parties or order of the Court.

5. The entry of this Order is without prejudice to the Debtor’s right to request modification of the OCP Fee Limits or other relief.

6. Notwithstanding any of the foregoing, the Debtor shall separately retain any Ordinary Course Professional that becomes materially involved in the administration of this case, on application to and order of the Court, pursuant to section 327 of the Bankruptcy Code.

7. Trial experts not materially involved in the administration of the Chapter 11 Case: (a) are not included within the definition of Ordinary Course Professionals

used herein and in the Motion; and (b) are not subject to the OCP Fee Limits, the OCP Payment Procedures or any other restrictions on Ordinary Course Professionals described herein.

8. Pursuant to Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be immediately effective and enforceable upon its entry.

9. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation or enforcement of this Order.

This Order has been signed electronically.
The Judge's signature and Court's seal appear
at the top of the Order.

United States Bankruptcy Court

EXHIBIT "E"
Master Service List
(as of August 24, 2022)

Master Service List (as of 08/24/2022 06:00:32)

NAME	ADDRESS1	ADDRESS2	ADDRESS3	ADDRESS4	CITY	STATE	ZIP	EMAIL	FAX
ARNOLD & ITKIN LLP	ATTN KURT B ARNOLD, CAU BOATRIGHT,	ROLAND CHRISTENSEN & JASON ITKIN	6009 MEMORIAL DRIVE		HOUSTON	TX	77007	CBOATRIGHT@ARNOLDITKIN.COM; CHRISTENSEN@ARNOLDITKIN.COM; JITKIN@ARNOLDITKIN.COM	
ASHCRAFT & GEREL, LLP	ATTN MICHELLE PARFITT, JAMES F. GREEN &	PATRICK LYONS	1825 K STREET, NW, STE 70		WASHINGTON	DC	20006	lgreen@ashcraftlaw.com; plyons@ashcraftlaw.com; mparfft@ashcraftlaw.com	
AYLSTOCK WITKIN KREIS &	OVERHOLTZ PLLC; ATN MARY PUTNICK &	DANIEL THORNBURGH	17 E MAIN ST, STE 200; PO BOX 12630		PENSACOLA	FL	32502	MARYBETH@PUTNICKLEGAL.COM; DTHORNBURGH@AWKOLAW.COM	
BAILEY & GLASSER LLP	(COUNSEL TO OFFICIAL COMMITTEE	TALC CLAIMANTS)	ATTN: CARY JOSHI	1055 THOMAS JEFFERSON ST NW, STE 540	WASHINGTON	DC	20007	cjoshi@baileyllasser.com	
BALLARD SPAHR LLP	(COUNSEL ALBERTSONS COMPANIES, INC)	ATTN: TOBEY M. DALUZ, LESLIE C. HEILMAN, LAUREL D.	919 N. MARKET STREET, 11TH FLOOR	WILMINGTON	DE	19801	daluz@ballardspahr.com; heilman@ballardspahr.com; rogiel@ballardspahr.com	302-252-4466	
BARNES FIRM	ATTN JOE VAZQUEZ	420 LEXINGTON AVE, STE 2140		NEW YORK	NY	10170	JOE.VAZQUEZ@THEBARNESFIRM.COM		
BEASLEY ALLEN LAW FIRM	ATTN: CHARLIE STERN & LEIGH O'DELL	218 COMMERCE ST	PO BOX 4160		MONTGOMERY	AL	36104	CHARLIE.STERN@EASLEYALLEN.COM; LEIGH.O'DELL@BEASLEYALLEN.COM	
BERNSTEIN, SHUR, SAWYER & NELSON, P.A.	Fee Examiner	ATTN: ROBER J. KEACH	100 MIDDLE ST	PO BOX 9729	PORTLAND	ME	04104-5029	rkeach@berNSTEINshur.com; lboots@berNSTEINshur.com; kornreich@berNSTEINshur.com; astewart@berNSTEINshur.com	
BLANCO TACKABERY & MATAMOROS, P.A.	(COUNSEL TO MERSYS TALC AMERICA, INC)	ATTN: ASHLEY S. RUSHER	404 NORTH MARSHALL ST		WINSTON-SALEM	NC	27101	asr@blancolaw.com	336-292-9030
BROWN RUDNICK LLP	(CO-COUNSEL TO THE COMMITTEE OF TALC CLAIMANTS)	ATTN: SUNNI P. BEVILLE	ONE FINANCIAL CENTER		BOSTON	MA	02111	sbeville@brownrudnick.com	617-289-0457
BROWN RUDNICK LLP	(COUNSEL TO OFFICIAL COMMITTEE OF TALC CLAIMANTS)	ATTN: DAVID J. MOLTON & ROBERT J. STARK	SEVEN TIMES SQUARE		NEW YORK	NY	10036	rstark@brownrudnick.com	
BURNS CHAREST LLP	(COUNSEL TO PLANTIFFS STEERING COMMITTEE)	ATTN: DANIEL H. CHAREST	900 JACKSON STREET, SUITE 500		DALLAS	TX	75202	dcarest@burnscharest.com	469-444-5002
CELLINO LAW LLP	ATTN BRIAN GOLDSTEIN	800 DELAWARE AVE			BUFFALO	NY	14209	BRIAN.GOLDSTEIN@CELLINOLAW.COM	716-259-2020
CLYDE & CO US LLP	(COUNSEL TO THE CONTINENTAL INS CO)	ATTN KONRAD R KREBS	340 MT KEMBLE AVE, STE 300		MORRISTOWN	NJ	07960	konrad.krebs@clydeco.us	
CLYDE AND CO US LLP	(COUNSEL TO THE CONTINENTAL INSURANCE COMPANY)	ATTN: CLINTON E. CAMERON, MEGHAN DALTON	55 WEST MONROE ST, STE 3000		CHICAGO	IL	60603	clinton.cameron@clydeco.us; meghan.dalton@clydeco.us	
COHEN, PLACITELLA & ROTH, P.C.	ATTN DENNIS M. GEIER &	CHRISTOPHER M. PLACITELLA	127 MAPLE AVE		RED BANK	NJ	07701	DGEIER@CPLRRAW.COM; CPLACITELLA@CPLRRAW.COM	
COHEN, PLACITELLA & ROTH, P.C.	ATTN JARED M. PLACITELLA	2001 MARKET ST, SUITE 2900			PHILADELPHIA	PA	19103	JMPACITELLA@CPLRRAW.COM	
COOLEY LLP	(COUNSEL TO OFFICIAL COMMITTEE OF TALC CLAIMANTS)	ATTN: EVAN M. LAZEROWITZ	55 HUDSON YARDS		NEW YORK	NY	10001	elazerowitz@cooley.com	212-479-6275
CORDES LAW, PLLC	(COUNSEL TO RCBS OF MASSACHUSETTS, INC.)	ATTN STACY C. CORDES & MEGHAN A. VAN VYNCK	1800 EAST BOULEVARD		CHARLOTTE	NC	28203	stacy@cordes-law.com; meghan.cordes@cordes-law.com	704-332-3324
COUGHLIN MIDLGE & GARLAND LLP	(COUNSEL TO ARROWOOD INDEMNITY COMPANY)	ATTN: SUZANNE C. MIDLGE	P.O. BOX 1917	350 MOUNT KEMBLE AVENUE	MORRISTOWN	NJ	07962-1917	smidlge@cmlg.law	
CROWELL & MORING LLP	(COUNSEL TO CENTURY INSURERS, ALLIANZ INSURERS)	ATTN GREGORY GENNADY PLOTKO	590 MADISON AVENUE, 19TH FLOOR		NEW YORK	NY	10022-2524	gpplotko@crowell.com	
CROWELL & MORING LLP	(COUNSEL TO CENTURY INSURERS, ALLIANZ INSURERS)	ATTN MARK D. PLEVIN & KEVIN D. CACABELOS	THREE EMBARCADERO CENTER, 26TH FLOOR		SAN FRANCISCO	CA	94111	mplevin@crowell.com; kcacabelos@crowell.com	
CROWELL & MORING LLP	(COUNSEL TO CENTURY INSURERS ALLIANZ INSURERS)	ATTN TACIE YOUN & RACHEL JANKOWSKI	1001 PENNSYLVANIA AVE, N.W.		WASHINGTON	DC	20004	tyoon@crowell.com; rjankowski@crowell.com	
DALIMONTE RUEB STOLLER, LLP	ATTN JOHN A DALIMONTE,	JENNIFER ORENDI & GREGORY RUEB	1250 CONNECTICUT AVE NW, STE 700		WASHINGTON	DC	20036	JOHN@DRLAWLLP.COM; GREG@DRLAWLLP.COM	
DAVID CHRISTIAN ATTORNEYS LLC	(COUNSEL TO THE CONTINENTAL INS CO)	ATTN: DAVID CHRISTIAN	105 W. MADISON ST., STE 1400		CHICAGO	IL	60602	dchristian@dca.law	
DEAN OMAR BRANHAM SHIRLEY, LLC	ATTN JESSICA DEAN, J. BRADLEY SMITH,	CHARLES W BRANHAM III	302 N MARKET ST, STE 300		DALLAS	TX	75202	JDEAN@DOSBLEGAL.COM; TBRANHAM@DOSBLEGAL.COM; BSMITH@DOSBLEGAL.COM	214-722-5991
DLA PIPER LLP (US)	(COUNSEL TO CENTURY INSURERS)	ATTN ADIAN MCCORMACK & BRIAN SEIBERT	1251 AVENUE OF THE AMERICAS		NEW YORK	NY	10020	adian.mccormack@dlapiper.com; brian.seibert@dlapiper.com	917-778-8534
DRISCOLL FIRM, LLC	ATTN JOHN DRISCOLL	211 NORTH BROADWAY, 40TH FL			ST. LOUIS	MO	63102		618-277-0962
DUANE MORRIS LLP	(COUNSEL TO REPUBLIC INDEMNITY)	ATTN PHILIP R MATTHEWS	SPEAR TOWER	ONE MARKET PLAZA, STE 2200	SAN FRANCISCO	CA	94105-1127	prmatthews@duanemorris.com	415-520-6933
DUANE MORRIS LLP	(COUNSEL TO REPUBLIC INDEMNITY & AIG ET AL.)	ATTN: SOMMER L. ROSS	1940 ROUTE 70 EAST, STE 100		CHERRY HILL	NJ	08003-2171	lross@duanemorris.com	856-424-4446
DUANE MORRIS LLP	(COUNSEL TO ATLANTA INTERNATIONAL INSURANCE CO; AIG ET AL.)	ATTN RUSSELL W. ROTEN & JEFF D KAHANE	865 SOUTH FIGUEROA STREET, SUITE 3100		LOS ANGELES	CA	90017-5450	WRoten@duanemorris.com; dkahane@duanemorris.com	213-402-8594; 213-403-6372
EMMET, MARVIN & MARTIN LLP	(COUNSEL TO PTI UNION, LLC & PTI ROYSTON LLC)	ATTN: THOMAS A PITTA	120 BROADWAY, 32ND FLOOR		NEW YORK	NY	10271	tpitta@emmetmarvin.com	212-238-3100
EPIQ CORPORATE RESTRUCTURING, LLC	ATTN LTC CASE TEAM	PO BOX 4419			BEAVERTON	OR	97076-4419	tlinfo@epiqglobal.com	
FEARS NACHAWATI LAW FIRM	ATTN DARREN McDOWEL &	MAEED MACHAWATI	5473 BLAIR RD		DALLAS	TX	75231	DMCDOWELL@FNLAWFIRM.COM	
FERRARO LAW FIRM	ATTN LESLIE ROTHENBERG & JOSE BECER	600 BRICKELL AVE, STE 3800			MIAMI	FL	33131	LBE@FERRAROLAW.COM; JLB@FERRAROLAW.COM	
FLINT LAW FIRM LLC	ATTN ETHAN FLINT	222 E PARK ST, STE 500			EDWARDSVILLE	IL	62025	EFLINT@FLINTLAW.COM	
FOX ROTHSCHILD LLP	(COUNSEL TO BECTEL CORP & SEQUOIA VENTURES, INC.)	ATTN: JOSEPH J. DIPASQUALE	49 MARKET ST		MORRISTOWN	NJ	07960	jdipasquale@foxrothschild.com	973-992-9125
FOX ROTHSCHILD LLP	(COUNSEL TO BECHTEL CORP & SEQUOIA VENTURES, INC.)	ATTN: JOSEPH A. CANECO	101 PARK AVE, STE 1700		NEW YORK	NY	10178	jcaneco@foxrothschild.com	212-692-0940
GENOVA BURNS LLC	(COUNSEL TO OFFIC. COMMITTEE OF TALC CLAIMANTS)	ATTN: DANIEL M. STOLZ, ESQ, DONALD W. CLARKE, ESQ.	MATTHEW I. W. BAKER, ESQ	110 ALLEN ROAD, STE 304	BASKING RIDGE	NJ	07920	dstolz@genovaburns.com; dclarke@genovaburns.com; mbaker@genovaburns.com	
GIMIGLIANO MAURIELLO & MALONEY	(COUNSEL TO TRAVELERS)	ATTN STEPHEN V. GIMIGLIANO, JOHN MALONEY &	ROBIN RABINOWITZ	PO BOX 1449	MORRISTOWN	NJ	07962-1449	sgimigliano@lawgmm.com; jmaloney@lawgmm.com; rrabinowitz@lawgmm.com	973-946-8252
GOLOMB SPIRIT GRUNFELD, PC	ATTN RICHARD GOLOMB, ANDREW SPIRIT &	KENNETH GRUNFELD	1835 MARKET ST, STE 2900		PHILADELPHIA	PA	19103	RGRUNFELD@GOLOMBHONIK.COM; ASPIR@GOLOMBHONIK.COM; RGOLOMB@GOLOMBLEGAL.COM	

Master Service List (as of 08/24/2022 06:00:32)

GREENBAUM, ROWE, SMITH & DAVIS LLP (COUNSEL TO MOTLEY RICE LLC) (COUNSEL TO BAUSCH HEALTH)	ATTN: NANCYISAACSON, ESQ 500 CAMPUS DRIVE	75 LIVINGSTON AVENUE STE 301	ROSELAND FLORHAM PARK	NJ NJ	07068 07932	nisaacson@greenbaumlaw.com brody@flaw.com	973-577-1931	
HALPERIN BATTAGLIA BENZIA LLP (COUNSEL TO BLUE CROSS BLUE SHIELD)	ATTN: ALAN D. HALPERIN, DONNA H. LIEBERMAN 40 WALL STREET, 37TH FLOOR					ahalperin@halperinlaw.net; dlieberman@halperinlaw.net		
HERRICK FEINSTEIN LLP (COUNSEL TO THE AMCI PROFESSORS)	ATTN: STEVEN SMITH, RACHEL GINZBURG 2 PARK AVE					NEW YORK NEW YORK	10005 10016	
HILL HILL CARTER FRANCO COLE & HONK LLC	ATTN: ELIZABETH CARTER BLACK, PC	425 PERRY STREET				MONTGOMERY PHILADELPHIA	AL PA	
	ATTN: RUBEN HONK & DAVID STANOCHE	1515 MARKET ST, STE 1100					36104 19102	
HUGHES HUBBARD & REED LLP (COUNSEL TO IMERYS SA)	ATTN: CHRISTOPHER L. KIPLOK, WILLIAM J. BEAUSOLEIL	8, ERIN E. DIERS	ONE BATTERY PARK PLAZA	NEW YORK CHAPEL HILL	10004 27517	gordon@hugheshubbard.com; william.beausoleil@hugheshubbard.com;	212-422-4726	
J.C. WHITE LAW GROUP PLLC (COUNSEL TO ONDERLAW, LLC)	ATTN: JAMES C. WHITE 100 EUROPA DRIVE, SUITE 401					jhwhite@jcwhitelaw.com	919-246-9113	
JD THOMPSON LAW (COUNSEL TO BARNES LAW GROUP PLAINTIFFS)	ATTN: JUDY D. THOMPSON P.O. BOX 33127					CHARLOTTE	28233	
JOHNSON LAW GROUP	ATTN: BLAKE TANASE & BASIL ADHAM 2925 RICHMOND AVE, STE 1700					HOUSTON	77098	
JONES DAY (DEBTOR'S COUNSEL)	ATTN: GREGORY M GORDON; DAN B PRIETO; AMANDA RUSH	2727 N HARWOOD ST	DALLAS	TX	75201	gmorgan@jonesday.com; dbprieto@jonesday.com;	214-969-5100	
JONES DAY (DEBTOR'S COUNSEL)	ATTN: BRAD B BRENS	110 NORTH WACKER DRIVE, SUITE 4800		CHICAGO	60601	bberens@jonesday.com	312-782-5855	
KARST & VON OSTE LLP ATTN: ERIC KARST	23923 GOSLING RD, STE A			SPRING	77389	EPK@KARSTVONOSTE.COM		
KARST & VON OSTE, LLP (COUNSEL TO TCC TWETHSEL, ET AL.)	ATTN: DAVID A. CHANDLER	505 MAIN ST		PORT JEFFERSON	11777	daz@karstvoneste.com		
KASOWITZ BENSON TORRES LLP (COUNSEL TO CYPRUS MINES CORPORATION)	ATTN: DAVID S. ROSNER, ROBERT M. NOVICK & ANDREW S. GOLDEN	1633 BROADWAY	NEW YORK	NY	10019	droser@kasowitz.com; rnovick@kasowitz.com;	212-506-1800	
KASOWITZ BENSON TORRES LLP (COUNSEL TO CYPRUS MINES CORPORATION)	ATTN: MICHAEL E. HUTCHINS 1230 PEACHTREE, NE, SUITE 2445			ATLANTA	30309	mhutchins@kasowitz.com	404-260-6081	
KATTEN MUCHIN ROSENMAN LLP (COUNSEL TO ATLANTA INTERNATIONAL COMPANY, ETC.)	ATTN: SHAYA ROCHESTER 575 MADISON AVE			NEW YORK	10022-2585	shaya.rochester@katten.com		
KATTEN MUCHIN ROSENMAN LLP (COUNSEL TO ATLANTA INTERNATIONAL INSURANCE, ETC.)	ATTN: KELSEY R. PANIZZOLO 550 SOUTH TRYON STREET	STE 2900	CHARLOTTE	NC	28202-4213	kelsey.panizollo@katten.com		
KAZAN MCCLAIN SATTERLY & GREENWOOD PLC	C/O JOSEPH SATTERLY, STEVEN KAZAN & DENYSE F. CLANCY	55 HARISON ST, STE 400	OAKLAND	CA	94607	jsatterley@kazanlaw.com		
KENNEDYS CMK LLP (COUNSEL TO TIG INSURANCE CO & EVEREST	REINSURANCE CO)	120 MOUNTAIN VIEW BLVD	BASKING RIDGE	NJ	07920	heather.simpson@kennedydaw.com		
KIESEL LAW, LLP ATTN PAUL R KIESEL & MELANIE PALMER	8648 WILSHIRE BLVD			BEVERLY HILLS	90211	ZUKIN@KIESEL.LAW; KIESEL@KIESEL.LAW;		
KING & SPALDING LLP (COUNSEL TO BESTWALL LLC)	ATTN: CHELSEA A. COREY 300 SOUTH TRYON STREET, STE 1700			CHARLOTTE	28202	PALMER@KIESEL.LAW		
KING & SPALDING LLP (COUNSEL TO BESTWALL LLC)	ATTN: RICHARD A. SCHNEIDER 1180 PEACHTREE STREET, N.E.			ATLANTA	30309	ccorey@kiesel.law	704-503-2622	
KTBS LAW LLP (COUNSEL TO AYLOSTOCK, WITKIN, KREIS &	OVERHOLTZ, PLLC)	ATTN MICHAEL L TUCHIN, ESQ, ROBERT J PFI	ESQ, SAMUEL M KIDDER, ESQ & NIR MAOZ, ESQ	LOS ANGELES	90067-2328	dschneider@kiesel.law	404-572-5100	
LANIER LAW FIRM	ATTN MICHAEL A AKSELJUD 21550 OXNARD ST, 3RD FL			WOODLANDS HILLS	91367	nmaoz@ktbslaw.com; skidder@ktbslaw.com;		
LATHAM & WATKINS LLP (COUNSEL TO IMERYS TALC AMERICA, INC., ETC.)	ATTN: JEFFREY E. BJORK, KIMBERLY A. POSIN, AMY C. QUARTAROLO	355 SOUTH GRAND AVENUE, SUITE 100	LOS ANGELES	CA	90071-1560	rpflister@ktbslaw.com; mtuchin@ktbslaw.com	310-407-9090	
LATHAM & WATKINS LLP (COUNSEL TO IMERYS TALC AMERICA, INC., ETC.)	ATTN: ADAMS, S. RAVI	1271 AVENUE OF THE AMERICAS		NEW YORK	10020-1401	jbjork@lw.com; kim.posin@lw.com;	213-891-8763	
LAW FIRM OF BRIAN W. HOFMEISTER, LLC (COUNSEL TO VARIOUS CLAIMANTS)	ATTN: BRIAN W. HOFMEISTER 3131 PRINCETON PIKE, BLDG 5, STE 110			LAWRENCEVILLE	06848	amycuartarolo@lw.com	212-751-4864	
LAW OFFICES OF MITCHELL J. MALZBERG, LLC (COUNSEL TO VARIOUS CLAIMANTS)	ATTN: MITCHELL MALZBERG, ESQ. PO BOX 5122	6 E MAIN STREET, STE 7	CLINTON	NY	08809	adam.ravine@lw.com		
LAW OFFICES R. KEITH JOHNSON, P.A. (COUNSEL TO LINDA RABASCA AND BRANDI CARL)	ATTN: R. KEITH JOHNSON 1275 S. NC BUS. HWY. 16			STANLEY	28164	bmilner@lw.com	609-890-6961	
LEVIN PAPANTONIO RAFFERTY	ATTN: CHRISTOPHER TISI 316 S BAYLOR STREET, SUITE 600			PENSACOLA	325002	mmalzberg@mjlawgllp.com	908-933-0808	
LEVY KONIGSBERG LLP ATTN: MOSHE MAIMON	101 GROVERS MILL RD, STE 105			LAWRENCE TWP	06848	mmalzberg@mjlawgllp.com		
LEVY KONIGSBERG LLP (COUNSEL TO RANDY DEROUEN, PAUL CROUCH)	ATTN: JEROME BLOCK & AUDREY RAPHAEL	605 THIRD AVE., 33RD FLOOR		NEW YORK	10158	mmalzberg@mjlawgllp.com		
LEVY NOVA LAW LLC (COUNSEL TO EVEN PLOTKIN)	ATTN: RICHARD DRESSEL 10 E STOW RD, STE 250			MARLTON	08053	rdresel@kenovalaw.com		
LITE DEPALMA GREENBERG & AFANADOR, LLC (COUNSEL TO DISANTO)	ATTN: ALLEN J. UNDERWOOD, II 570 BROAD ST, STE 1201			NEWARK	07102	auernder@litedpalma.com		
LOWENSTEIN SANDLER LLP (COUNSEL TO JOHNSON & JOHNSON)	ATTN: KENNETH A. ROSEN, MARY E. SEYMOUR	ONE LOWENSTEIN DR		ROSELAND	07068	krosen@lowenstein.com;		
LTL MANAGEMENT LLC (DEBTOR)	ATTN: JOHN K. CHIEF LEGAL OFFICER 501 GEORGE ST			NEW BRUNSWICK	08933	msymour@lowenstein.com		
MANNER & HEROD, P.C. (COUNSEL TO WESTCHESTER FIRE INSURANCE COMPANY)	ATTN: ROBERT W. MILLER 1201 DEMONBREUN ST.	SUITE 900	NASHVILLE	TN	37203	jherod@mannerherod.com	615-242-4203	
MARSH & RAYS LLP (COUNSEL TO VARIOUS TALE CLAIMANTS)	ATTN: LAURA MASOUD, ESQ.	870 ROOSEVELT	IRVINE	CA	92620	lmasoud@marshacrays.com		
MASSEY & GAIL LLP (SPECIAL COUNSEL TO THE TALE CLAIMANTS)	ATTN: JONATHAN S. MASSEY	1000 MAIN AVENUE SW, SUITE 4510	WASHINGTON	DC	20024	lmassey@masseygall.com	312-379-0467	
MAUNE RAUCHEL HARTLEY FRENCH & MUDD, LLC	ATTN: BRIAN T. BARTON FRENCH 1015 LOCUST ST, STE 1200		ST. LOUIS	MO	63101	lhartley@mrhflaw.com		
MAUNE RAUCHEL HARTLEY FRENCH & MUDD LLC (COUNSEL TO TCC KATHERINE TOLLEFSON)	ATTN: SUZANNE M. RAYCLIFFE 150 WEST 30TH ST, STE 201			NEW YORK	10001	lmudd@mrhflaw.com		
MAUNE RAUCHEL HARTLEY FRENCH & MUDD LLC (ATTN: CLAYTON L. THOMPSON)				NEW YORK	10001	lmudd@mrhflaw.com		
MCCARTER & ENGLISH LLP	ATTN: BRETT D. KAHN, THOMAS W. LADD FOUR GATEWAY CENTER	100 MULBERRY STREET		NEWARK	07102	bluhn@mccarter.com;	973-297-3729	
MCMANMON, SCOTLAND & BAUMANN, LLC (COUNSEL TO ALISHIA LANDRUM)	ATTN: ANTHONY SODONO, SARI PLACONA	75 LIVINGSTON AVE, 2ND FL		ROSELAND	07068	asodono@mcbnj.com;		
MENDES & MOUNT LLP (COUNSEL TO ATLANTA INTERNATIONAL INSURANCE ETC)	ATTN: EILEEN T. MCCABE, STEPHEN T. ROBERTS 108 RAILROAD AVE			ROSELAND	07068	spplacona@mcbnj.com;		
MILLER FIRM, LLC	ATTN: CURTIS G. HOKER							
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND POOL (COUNSEL TO ALLIANZ INSURERS)	ATTN: PAUL W. KALISH, ELLEN M. FARRELL	555 12TH STREET N.W., STE 1100		WASHINGTON	20004	rwright@mwhattorneys.com;		
MOON WRIGHT & HOUSTON, PLLC (COUNSEL TO ARNOLD & ITKIN PLAINTIFFS)	ATTN: RICHARD S. WRIGHT; ANDREW T. HUSTON; CALEB BROWN	212 N McDOWELL ST, STE 200	CHARLOTTE	NC	28204	ahouston@mwhattorneys.com;		
MOORE & VAN ALLEN PLLC (COUNSEL TO J & J CONSUMER INC.)	ATTN: HILLARY B. CRABTREE	100 N TRYON ST, STE 4700		CHARLOTTE	28202	hillarycrabtree@mvalaw.com	704-339-5968	
MORITZ HOCK & HAMROFF LLP (COUNSEL TO PTI UNION, LLC ET AL.)	ATTN: LESLIE A. BERKOFF	ALLISON AROTSKY	400 GARDEN CITY PLAZA	GARDEN CITY	NY	11530	lberkoff@moritzhock.com;	
MOTLEY RICE LLC ATTN: JOHN D. HURST	50 CLAY ST, STE 1			MORGANTOWN	26501	aarotsky@moritzhock.com	516-873-2010	
MOTLEY RICE LLC ATTN: CARMEN S. SCOTT	28 BRIDGESIDE BLVD			MOUNT PLEASANT	SC	29464	cscott@motleyrice.com	

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MOTLEY RICE LLC	(COUNSEL TO PLAINTIFFS)	ATTN: DANIEL R. LAPINSKI	210 LAKE DRIVE EAST, STE 101		CHERRY HILL	NJ	08002	dlapinski@motleyrice.com	856-667-5133
NAME AND ADDRESS INFORMATION	HAS BEEN SEALED							deborah.fletcher@fisherroyles.com	704-731-0694
NAPO SHOKOLNIK PLLC	ATTN: CHRISTOPHER R. LOPALO	919 NORTH MARKET ST, STE 1801			WILMINGTON	DE	19801	CLOPALO@NAPOLIILAW.COM	
OFFICE OF THE ATTORNEY GENERAL OF TEXAS	(COUNSEL FOR THE STATE OF TEXAS)	ASSISTANT ATTORNEYS GENERAL	BANKRUPTCY & COLLECTIONS DIVISION	ATTN: RACHEL R. OBALDO & AUTUMN D. HIGHSMITH	AUSTIN	TX	78711-2548	rachel.obaldo@oag.texas.gov; autumn.highsmith@oag.texas.gov	512-936-1409
OFFICE OF THE U.S. ATTORNEY	(COUNSEL TO PENSION BENEFIT GUARANTY CORP.)	ATTN: EAMONN O'HAGAN, SR. BANKRUPTCY COUNSEL	970 BROAD STREET, STE 700		NEWARK	NJ	07102	eamonn.o'hagan@usdoj.gov; jeffrey.m.sponder@usdoj.gov; Mitchell.B.Hausman@usdoj.gov	
OFFICE OF THE US TRUSTEE	ATTN: LAUREN BIELSKIE, JEFFREY M. SPONDER	8. MITCHELL B. HAUSMAN	ONE NEWARK CENTER, STE 2100		NEWARK	NJ	07102	lauraben@usdoj.gov; jeffrey.m.sponder@usdoj.gov; Mitchell.B.Hausman@usdoj.gov	
OFFIT KURMAN, P.A.	(COUNSEL TO AYLOSTOCK, WITKIN, KREIS & OVERHOLTZ, PLLC)	ATTN: PAUL R. BAYNARD, ESQ.	301 SOUTH COLLEGE ST, STE 2600	CHARLOTTE	NC	28202	paul.baynard@offitkurman.com		
OFFIT KURMAN, P.A.	(COUNSEL TO AWKO)	ATTN: PAUL J. WINTERHALTER	99 WOOD AVENUE SOUTH, SUITE 203	ISELIN	NJ	08830	pwinterhalter@offitkurman.com		267-338-1335
ONDERLAW, LLC	ATTN: JAMES ONDER	110 EAST LOCKWOOD, SECOND FL		ST. LOUIS	MO	63119	ONDER@ONDERLAW.COM		
OTTERBOURG P.C.	(COUNSEL TO PLAINTIFF'S STEERING COMMITTEE)	ATTN: JOHN BOUGHAMAS, MELANIE L. CYGANOWSKI &	ADAM C. SILVERSTEIN	230 PARK AVENUE	NEW YORK	NY	10169	jboughamas@otterbourg.com; mcyganowski@otterbourg.com; asilverstein@otterbourg.com	212-682-6104
PACHULSKI STANG ZIEHL & JONES LLP	(COUNSEL TO ARNOLD & ITKIN LLP)	ATTN: LAURA JONES, KAREN DINE,	COLIN ROBINSON, PETER KEANE	919 N. MARKET ST., 17TH FL	WILMINGTON	DE	19801	ljones@psjlaw.com; kdine@psjlaw.com; crobinson@psjlaw.com; pkeane@psjlaw.com	
PARKER POE ADAMS & BERNSTEIN LLP	(COUNSEL FOR THE CONTINENTAL INSURANCE COMPANY)	ATTN: ASHLEY A. EDWARDS, ESQ.	620 SOUTH TRYON ST, STE 800	CHARLOTTE	NC	28202	ashleyedwards@parkerpoe.com		302-652-4400
PARKINS LEE & RUBIO LLP	(COUNSEL TO ONDERLAW, LLC)	ATTN: CHARLES M. RUBIO, LENARD M. PARKINS	PENNZOIL PLACE	700 MILAM STREET	HOUSTON	TX	77002	crubio@parkinslee.com; [parksin@parksinlee.com]	713-715-1699; 713-715-1699
PARKINS LEE & RUBIO LLP	(SPECIAL COUNSEL TO THE TALC CLAIMANTS)	ATTN: LENARD M. PARKINS & CHARLES M. RUBIO	PENNZOIL PLACE	700 MILAM STREET, SUITE 130	HOUSTON	TX	77002	[parksin@parksinlee.com]; crubio@parksinlee.com	
PENSION BENEFIT GUARANTY CORPORATION	OFFICE OF THE GENERAL COUNSEL	ATTN: CAROLYN LACHMAN	1200 K STREET, NW, STE 340	WASHINGTON	DC	20005-4026	lachman.carolyn@pbgc.gov; file@pbgc.gov		202-326-4138
PENSION BENEFIT GUARANTY CORPORATION	OFFICE OF THE GENERAL COUNSEL	ATTN: SIMONI J. TORRES	1200 K STREET, NW	WASHINGTON	DC	20005	simoni.j.torres@pbgc.gov; file@pbgc.gov		202-326-4138
PORZIO, BROMBERG & NEWMAN, P.C.	(COUNSEL TO RIO TINTO AMERICA HOLDINGS INC.,)	ATTN: RACHEL A. PARISI, ESQ.	100 SOUTHGATE PARKWAY		MORRISTOWN	NJ	07962	raparis@pbnlaw.com; kdcurtin@pbnlaw.com	973-538-5146
PRYOR CASHMAN LLP	(COUNSEL WILLIAM HART PLAINTIFFS)	ATTN: SETH H. LIEBERMAN &	ANDREW S. RICHMOND	7 TIMES SQUARE	NEW YORK	NY	10036-6569	slieberman@pryorcashman.com; arichmond@pryorcashman.com	212-326-0806
RABINOWITZ, LUBETKIN & TULLY, LLC	(COUNSEL TO PROFESSOR J. MARIA GLOVER)	ATTN: JONATHAN RABINOWITZ	293 EISENHOWER PKWY, STE 100		LIVINGSTON	NJ	07039	rabinowitz@rltawfirm.com	973-597-0110
RANDI S. ELLIS LLC	(FUTURE TALC CLAIMANTS' REPRESENTATIVE)	ATTN: RANDI S. ELLIS	5757 INDIAN CIRCLE		HOUSTON	TX	77027	randi@randiellis.com	
RAWLINGS & ASSOCIATES	(COUNSEL TO BLUE CROSS BLUE SHIELD)	ATTN: MARK D. FISCHER, ROBERT C. GRIFFITH	1 EDEN PARKWAY	LA GRANGE	KY	40031	mdf@rawlingsandassociates.com; rgf@rawlingsandassociates.com		
REED SMITH LLP	(COUNSEL TO CYPRUS MINES CORPORATION)	ATTN: PAUL M. SINGER, ESQ.	REED SMITH CENTRE	225 FIFTH AVENUE	PITTSBURGH	PA	15222	psinger@reedsmith.com	
REED SMITH LLP	(COUNSEL TO CYPRUS MINES CORPORATION)	ATTN: JASON D. ANGELO, ESQ.	1201 NORTH MARKET STREET, SUITE 1500	WILMINGTON	DE	19801	jangelo@reedsmith.com		302-778-7575
REED SMITH LLP	(COUNSEL TO CYPRUS MINES CORPORATION)	ATTN: DEREK J. BAKER, ESQ.	506 CARNEGIE CENTER	PRINCETON	NJ	08543	dbaker@reedsmith.com;		609-951-0824
RIVKIN RADLER LLP	(COUNSEL TO SENTRY INSURANCE COMPANY)	ATTN: BRIAN R. ADE	25 MAIN ST	COURT PLAZA NORTH, STE 501	HACKENSACK	NJ	07601-7082	brian.ad@rivkin.com	
ROBINSON, CALCAGNIE, ROBINSON, ROSS FELLER CASEY, LLP	ATTN: MARK P. ROBINSON, JR.	19 CORPORATE PLAZA DRIVE			NORTHPORT BEACH	CA	92660	(949)720-1292	
ROBBINSON, CALCAGNIE, ROBINSON, ROSS FELLER CASEY, LLP	ATTN: BRIAN J. MCCORMICK, JR.	ONE LIBERTY PLACE	1650 MARKET ST, 34TH FL		PHILADELPHIA	PA	19103	bmccormick@rossfellercasey.com	215-574-3080
RUGGERI PARTNERS WEINBERG LLP	(COUNSEL TO HARTFORD ACCIDENT AND INDEMNITY...)	ATTN: JOSHUA D. WEINBERG, JOSHUA P. MAYER	1875 K STREET NW, STE 600		WASHINGTON	DC	20006-1251	weinberg@rugerriaw.com; Mayer@rugerriaw.com	202-469-7758
SAIBER LLC	(COUNSEL TO KRISTIE LYNN DOYLE)	ATTN: JOHN M. AUGUST & MARC E. WOLIN	18 COLUMBIA TURNPIKE, STE 200		FLORHAM PARK	NJ	07932	jaugust@saiber.com; mwolin@saiber.com	
SAVO, SCHALK, GILLESPIE, O'GRONICK	& FISHER, P.A.	(COUNSEL TO JEANNE STEPHENSON)	ATTN: CHARLES S. SCHALK, JOHN F. BRACAG	56 EAST MAIN ST, STE 301	SOMERVILLE	NJ	08876	schalk@centraljerseylaw.com; brokaw@centraljerseylaw.com	908-725-8483
SHERMAN SILVERSTEIN KOHL ROSE & PODOLSKY	(COUNSEL TO OFFICIAL COMMITTEE OF TALC CLAIMANTS)	ATTN: ARTHUR J. ABRAMOWITZ, ALAN I. MOLDOFF	ROSS J. SWITKES	308 HARPER DRIVE, STE 200	MOORESTOWN	NJ	08057	abramowitz@shermansilverstein.com; amoldoff@shermansilverstein.com; rswitkes@shermansilverstein.com	
SIMMONS HANLY CONROY LLC	ATTN: JAMES KRAMER	112 MADISON AVE, 7TH FL			NEW YORK	NY	10016-7416	jkramer@simmonsfirm.com	
SIMON GREENSTONE PANATIERE	BARTLETT, PC	ATTN: CHRIS PANATIER	1201 ELM ST, STE 3400		DALLAS	TX	75204	cpnataier@sgplaw.com	
SIMPSON THACHER & BARTLETT LLP	(COUNSEL TO BAUSCH HEALTH)	ATTN: SANDEEP QUSBA, CRAIG S. WALDMAN,	JAMIE J. FELL, ZACHARY J. WEINER, ESQ.	425 Lexington Ave	NEW YORK	NY	10017	squuba@stblaw.com; cwaldman@stblaw.com; Jamie.fell@stblaw.com; zachary.weiner@stblaw.com	212-455-2502
SIMPSON THACHER & BARTLETT LLP	(COUNSEL TO TRAVELERS CASUALTY AND SURETY COMPANY)	ATTN: MICHAEL H. TORKIN, ANDREW T. FRANKEL,	KATHRINE A. MCLENDON	425 Lexington Avenue	NEW YORK	NY	10017	michaeltorkin@stblaw.com; afrankel@stblaw.com; kmclendon@stblaw.com	212-455-2502
SIMPSON THACHER & BARTLETT LLP	(COUNSEL TO TRAVELERS)	ATTN: ANDREW T. FRANKEL	425 Lexington Avenue		NEW YORK	NY	10017	afrankel@stblaw.com	212-455-2502
STEVENS & LEE, P.C.	(COUNSEL TO HARTFORD ACCIDENT AND INDEMNITY...)	ATTN: ANDREAS D. MILLARESSIS	485 MADISON AVE, 20TH FL		NEW YORK	NY	10022	andreas.millaresis@stevenslee.com	
STEVENS & LEE, P.C.	(COUNSEL TO HARTFORD ACCIDENT AND INDEMNITY...)	ATTN: JOSEPH H. HUSTON, JR.	919 NORTH MARKET STREET	STE 1300	WILMINGTON	DE	19801	joseph.huston@stevenslee.com	
THE GARNER FIRM, LTD.	ATTN: MELANIE J. GARNER, ESQUIRE	1617 JOHN F. KENNEDY BLVD., STE 550			PHILADELPHIA	PA	19103	melanie.j.garnet@comcast.net	215-645-5960
THE GORI LAW FIRM	ATTN: D. TODD MATTHEWS, BETH GORI &	SARA SALGER	156 N MAIN ST		EDWARDSVILLE	IL	62025	BETH@GORIULIANLAW.COM; SARAH@GORIULIANLAW.COM;	
THE KELLY FIRM, P.C.	(COUNSEL TO BCBS OF MASSACHUSETTS)	ATTN: ANDREW J. KELLY, ESQ.	1011 HIGHWAY 71, STE 200		SPRING LAKE	NJ	07762	TODD@GORIULIANLAW.COM	618-659-9834
THE LAYTON LAW FIRM, PLLC	(COUNSEL TO "WILLIAMS HART PLAINTIFFS")	ATTN: CHRISTOPHER D. LAYTON	4525 HEDGEMORE DR		CHARLOTTE	NC	28209	akelly@btblaw.com; chris@thebtblawfirm.com	704-612-7039
THE SHAPIRO LAW FIRM	(COUNSEL TO EMPLOYERS INS COMPANY OF WAUSAU & NATIONAL CASUALTY COMPANY)	ATTN: JANETA SHAPIRO	325 N. MAPLE DRIVE, #15186		BEVERLY HILLS	CA	90209	jshapiro@shapirolawfirm.com	

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TOGUT, SEGAL & SEGAL LLP	(COUNSEL TO ROGER FRANKEL)	ATTN: ALBERT TOGUT, FRANK OSWALD,	BRIAN SHAUGHNESSY	ONE PENN PLAZA, SUITE 3335	NEW YORK	NY	10119	alotogut@teamtogut.com; frankoswald@teamtogut.com; bshaughnessy@teamtogut.com	212-967-4258
TRAMMELL PC	ATTN FLETCHER V TRAMMELL	3262 WESTHEIMER RD, STE 423			HOUSTON	TX	77098	FLETCH@TRAMMELLPC.COM	
TRAURIG LAW LLC	ATTN: JEFFREY TAURIG	ONE UNIVERSITY PLAZA, STE 124			HACKENSACK	NJ	07601	traurig@trauriglaw.com	
TRIF & MODUGNO LLC	(COUNSEL TO ATLANTA INTERNATIONAL COMPANY, ETC.)	ATTN LOUIS A. MODUGNO	89 HEADQUARTERS PLAZA	NORTH TOWER, SUITE 1203	MORRISTOWN	NJ	07960	lmodugno@tmm-firm.com	973-554-1220
U.S. DEPARTMENT OF JUSTICE	CIVIL DIVISION	(COUNSEL TO UNITED STATES OF AMERICA)	ATTN J. MICHAEL DALACKO	PO BOX 875	WASHINGTON	DC	20044-0875	john.j.dalacko@usdoj.gov	202-514-9163
U.S. DEPARTMENT OF JUSTICE	CIVIL DIVISION	(COUNSEL TO UNITED STATES OF AMERICA)	ATTN BETHANY THEROT	PO BOX 875	WASHINGTON	DC	20044-0875	bethany.therot@usdoj.gov	202-514-9163
VINSON & ELKINS LLP	(COUNSEL TO CYPRUS AMAX MINERALS CO.)	ATTN STEVEN M. ABRAMOWITZ	1114 AVENUE OF THE AMERICAS, 32ND FL		NEW YORK	NY	10036	salbramowitz@velaw.com	917-849-5381
WALLACE & GRAHAM PA	(COUNSEL TO DEAN OMAR BRANHAMSHIRLEY LLP)	ATTN: WILLIAMS. GRAHAM	525 N. MAIN STREET		SALISBURY	NC	28144	lgraham@wallacegraham.com	704-633-9434
WALSH PIZZI O'REILLY FALANGA	(COUNSEL TO RANDI S. ELLIS, FTCN)	ATTN: MARK FALK	THREE GATEWAY CENTER	100 MULBERRY ST, 15TH FL	NEWARK	NJ	07102	mfalk@washlp.com	
WARD AND SMITH, P.A.	ATTN: PAUL A. FANNING, NORMAN	J. LEONARD	POST OFFICE BOX 2020		ASHEVILLE	NC	28802-2020	pj@wardandsmith.com; nj@wardandsmith.com	828-348-6077
WEITZ & LUXENBERG, P.C.	ATTN ELLEN RELKIN	220 LAKE DR EAST, STE 210			CHERRY HILL	NJ	08002	ERELKIN@WEITZLUX.COM	
WEITZ & LUXENBERG, P.C.	ATTN DANNY KRAFT, LISA N. BUSCH,	JUSTINE DELANEY & PERRY WEITZ	700 BROADWAY		NEW YORK	NY	10003	DKRAFT@WEITZLUX.COM; JDELANEY@WEITZLUX.COM; LBUSCH@WEITZLUX.COM	
WHITE & CASE LLP	(COUNSEL TO J & J AND J & J CONSUMER INC.)	ATTN JESSICA LAURIA, GLENN M KURTZ &	RICARDO PASIANOTTO	1221 AVENUE OF THE AMERICAS	NEW YORK	NY	10020-1095	JESSICA.LAURIA@WHITECASE.COM; GKRUTZ@WHITECASE.COM; RICARDO.PASIANOTTO@WHITECASE.COM	
WHITE & CASE LLP	(COUNSEL TO J & J AND J & J CONSUMER INC.)	ATTN MICHAEL C SHEPHERD & LAURA L FEMINO	200 SOUTH BISCAYNE BLVD, STE 4900		MIAMI	FL	33131-2352	mshepherd@whitecase.com; laura.femino@whitecase.com	
WHITE & CASE LLP	(COUNSEL TO J & J AND J & J CONSUMER INC.)	ATTN BLAIR WARNER	111 SOUTH WACKER DR, STE 5100		CHICAGO	IL	60606-4302	blair.warner@whitecase.com	
WILLIAMS HART LAW FIRM	ATTN JOHN BOUNDAS, SEIAL BRAHMINHATTI,	WALT CUBBERLY & MARGOT TREVINO	8441 GULF FREEWAY, STE 600		HOUSTON	TX	77017		713-643-6226
WINDELS MARX LANE & MITTENDORF LLP	(COUNSEL TO ALLSTATE INSURANCE CO.)	ATTN: ANDREW K CRAIG, STEFANO CALOGERO	ONE GIRALDA FARMS		MADISON	NJ	07940	acraig@windelsmarx.com; scaloger@windelsmarx.com	973-966-3250
WOLLMUTH MAHER & DEUTSCH LLP	(LOCAL COUNSEL TO THE DEBTOR)	ATTN: JAMES N. LAWLER, PAUL	DEFILIPPO, LYNDON M. TRETTER, JOSEPH F.	500 FIFTH AVENUE, 12TH FL	NEW YORK	NY	10110	jlawlor@wmnd-law.com; pddefilippo@wmnd-law.com; ltretter@wmnd-law.com; jpcall@wmnd-law.com; baselrod@wmnd-law.com	212-382-0050
WOMBLE BOND DICKINSON (US) LLP	(COUNSEL TO AD HOC COMMITTEE OF STATES HOLDING	CONSUMER PROTECTION CLAIMS)	ATTN MATTHEW WARD & ERICKA JOHNSON	1313 N MARKET ST, STE 1200	WILMINGTON	DE	19801	matthew.ward@wbd-us.com; ericka.johnson@wbd-us.com	
ZELLE LLP	(COUNSEL TO EMPLOYERS INS. COMPANY OF	WAUSAU, ET AL.)	ATTN ALEXANDER W COGBILL	45 BROADWAY, SUITE 920	NEW YORK	NY	10006	acogbill@zelle.com	